SEC Form 5

FORM 5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Form 3 Holdings Reported.

☐ Form 4 Transactions Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BALOGH ARISTOTLE N	2. Issuer Name **and** Ticker or Trading Symbol VERISIGN INC/CA [VRSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD
(Street)

MOUNTAIN VIEW   CA   94043

(City)   (State)   (Zip)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/14/2004		G	824	D	$0	12,657	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	$149.25						06/23/2001[1]	06/23/2007	Common Stock	2,680		2,680	D	
Non-Qualified Stock Option (right to buy)	$10.08						05/24/2003	05/24/2009	Common Stock	21,875		21,875	D	
Non-Qualified Stock Option (right to buy)	$13.79						03/15/2002	03/15/2008	Common Stock	500		500	D	
Non-Qualified Stock Option (right to buy)	$13.79						09/06/2002[2]	09/06/2008	Common Stock	12,500		12,500	D	
Non-Qualified Stock Option (right to buy)	$13.79						02/21/2003	02/21/2009	Common Stock	18,750		18,750	D	
Non-Qualified Stock Option (right to buy)	$26.53						11/03/2005[3]	11/03/2011	Common Stock	90,000		90,000	D	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$149.25						06/23/2001[4]	06/23/2007	Common Stock	47,320		47,320	D	

Explanation of Responses:

1. 1,340 options are exercisable immediately, 670 options will vest and become exercisable on December 23, 2003 and 670 options will vest and become exercisable on June 23, 2004.

2. This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on September 6, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

3. Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.

4. 29,910 options are exercisable immediately, 11830 options will vest and become exercisable on December 23, 2003 and 5,580 options will vest and become exercisable on June 23, 2004.

Remarks:

Reporting Person's total direct holdings disclosed in Table I, Item 5 under Amount of Securities Beneficially Owned Following Reported Transaction(s) includes shares acquired through the VeriSign 1998 Employee Stock Purchase Plan.

By: Donald T Rozak Jr, as attorney-in-fact For: Aristotle N. Balogh   02/14/2005

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.