SEC Form 5

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SEC For	rm 5																		
	FORM	5 U	UNITED STA	TES SE	CUI		ES A			NGE	СОМ	MIS	SSION		OME	APPR	OVAL		
Section obligat Instruc	n 16. Form 4 or ions may conti tion 1(b). 3 Holdings Rep	Form 5 nue. See	ANNUA	L STAT	EME		OF C WNEF			N BE	NEFI	CIA	L	Est	B Numb imated a Irs per re	verage bu	3235-0 rden)36 1	
X Form 4	4 Transactions	Reported.	Fil	ed pursuant t or Sectio	o Sect n 30(h	ion 16) of th	(a) of the e Investr	e Secu nent C	rities Excha Company Ac	nge Act o t of 1940	of 1934								
		Reporting Person [*]		2. Issuer VERIS								(Che	elationship o ck all applio Directo Officer	cable)	•	10%	Issuer Owner er (specify		
(Last) 487 EAS	(F ST MIDDLI	(Middle)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005									below) below) Senior Vice President						
(Street) MOUNT VIEW	4. If Amer	Line) X Form fileo Form fileo									iled by C iled by N	int/Group Filing (Check Applicable ed by One Reporting Person ed by More than One Reporting							
(City)	(S		Person																
		Tab	le I - Non-Deriv	ative Sec	curiti	es A	cquire	ed, D	isposed	of, or E	Benefic	cially	y Owned	l					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I if any	Date,	Code (Instr.		4. Securities Acquired (A) Of (D) (Instr. 3, 4 and 5)) or Disposed		5. Amount of Securities Beneficially Owned at end		6. Ownersk Form: Di		7. Nature Indirect Beneficial	rect eficial	
				(Month/Day	/Year)	8)		Amou	int	(A) or (D)	Price		Owned at Issuer's F Year (Insti 4)	iscal	(D) or Indired (Instr.	ct (I)	Ownershi (Instr. 4)	p	
Common	Stock		12/29/2005				G	2	2,306	D	\$ <mark>0</mark>		11,6	56	I	C			
Common	Stock		12/30/2005			F	4 ⁽¹⁾	3	8,545	D	\$21.	9	8,1	11		D			
		Т	able II - Deriva (e.g., p	tive Secu outs, calls									Owned						
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)	of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	rities ired osed . 3, 4	6. Date Expirati (Month/ Date Exercis	on Dat Day/Ye		7. Title Amoun Securit Underly Derivat (Instr. 3	t of ies /ing ive Secur	ity unt ber	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ve ies ially ng ed ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	Bene D) Own ect (Inst	ndi nefi nei	

3235-0362

7. Nature of Indirect Beneficial Ownership (Instr. 4)

1.0

(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)			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 ⁽²⁾	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	521		521	D	
Non- Qualified Stock Option (right to buy)	\$13.79						09/06/2002	09/06/2008	Common Stock	12,479		12,479	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)	\$26.4						08/02/2006 ⁽³⁾	08/02/2012	Common Stock	90,000		90,000	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)	of Deriv Secu Acqu (A) o Disp of (D	r osed) r. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	e	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)	\$26.53						11/03/2005 ⁽⁴⁾	11/03/2011	Common Stock	90,000		90,000	D	
Non- Qualified Stock Option (right to buy)	\$149.25						06/23/2001 ⁽⁵⁾	06/23/2007	Common Stock	47,320		47,320	D	
Restricted Stock Unit (RSU)	\$0						08/02/2006 ⁽⁶⁾	08/02/2009	Common Stock	10,000		10,000	D	

Explanation of Responses:

1. Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock award.

2. 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.

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. 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.

5. 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.

6. On 08/02/2005, Reporting Person was awarded restricted stock units (RSUs). Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. Ten percent (10%) of the total RSUs granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total RSUs granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the fourth anniversary of the date of grant.

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, asattorney-in-fact For: Aristotle02/14/2006N. Balogh

** 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.