FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNI
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						or Sec	tion 3	U(n) or	tne In	vestme	nt Cc	mpany Act	01 1940										
Name and Address of Reporting Person*     EVAN DANA L										r or Trac CA [ \				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify									
(Last) 487 EAS	st) (First) (Middle) 7 EAST MIDDLEFIELD ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/17/2004										X Officer (give title Other (specify below)  Executive Vice President & CFO						
(Street)  MOUNT VIEW	OUNTAIN CA 94043							ent, Da	te of 0	Original	Filed	(Month/Day		Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person									
(City)																							
		Ta	able I - No	n-Deri	ivati	ive S	ecur	ities	Acq	uired,	Dis	posed o	f, or Bei	neficia	ally (	Owned							
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day		Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		<i>'</i>	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Owned Foll Reported		Forr y (D) o		Direct Indirect Itstr. 4)	7. Nature of ndirect Beneficial Ownership Instr. 4)				
										Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				4)			
Common	Stock			02/17/2004		04			M		1,000	A	\$7.6	\$7.6719		43,743		D					
Common	Stock			02/1	7/20	04				S		1,000	D	\$17	'.84	42,7	43		D				
Common	Stock			02/1	7/20	04				S		700	D	\$17	7.84	70,330		I		oy Evan1991 LvgTrust			
Common	Common Stock			02/1	02/17/2004					S		300	D	\$17	7.85	70,030		I E		oy Evan1991 LvgTrust			
Common Stock																18,2	<u>!</u> 42		I	Dy ΓDC&R Inv LP <sup>(1)</sup>			
			Table II -													wned				'			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	(e.g., puts, calls, warrants, opmed on Date, Transaction Code (Instr.    5. Number   6. Date   Expirat   Derivative   (Month.)					ate Exer	Exercisable and ion Date (Day/Year)  7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)				nt	8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Security Security (Instr. 5)  8. Price of Derivative derive Security Security Security (Instrumental Security Securi		e es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exe	e rcisable		opiration ate	Title	Amour or Number of Sha	er								
Non- Qualified Stock Option (right to buy)	\$7.6719	02/17/2004			М			1,000	10/	30/1999	1	.0/30/2005	Common Stock	1,00	00	\$0	56,35	50	D				
Incentive Stock Option (right to buy)	\$7.6719								10/3	0/1999 <sup>(2</sup>	) 10	)/30/2005 <sup>(3)</sup>	Common Stock	21,1	56		21,156		D				
Incentive Stock Option (right to buy)	\$151.25								08/0	1/2001 <sup>(4</sup>	) (	08/01/2007	Common Stock	1,32	22		1,32	2	D				
Non- Qualified Stock Option (right to buy)	\$10.08								05/2	4/2003 <sup>(5</sup>	) (	05/24/2009	Common Stock 75,000		00		75,000		D				
Non- Qualified Stock Option (right to	\$12.88								11/1	1/2003 <sup>(6</sup>		08/11/2013	Common Stock	80,0	00		80,00	00	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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	osed D) tr. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$22.71							02/21/2003 <sup>(5)</sup>	02/21/2009	Common Stock	100,000		100,000	D	
Non- Qualified Stock Option (right to buy)	\$34.16							09/06/2002 <sup>(7)</sup>	09/06/2008	Common Stock	90,000		90,000	D	
Non- Qualified Stock Option (right to buy)	\$34.438							03/15/2002 <sup>(8)</sup>	03/15/2008	Common Stock	40,000		40,000	D	
Non- Qualified Stock Option (right to buy)	\$37.0625							07/30/2000 <sup>(2)</sup>	07/30/2006	Common Stock	198,646		198,646	D	
Non- Qualified Stock Option (right to buy)	\$74.188							12/29/2001 <sup>(9)</sup>	12/29/2007	Common Stock	25,000		25,000	D	
Non- Qualified Stock Option (right to	\$151.25							08/01/2001 <sup>(4)</sup>	08/01/2007	Common Stock	123,678		123,678	D	

## **Explanation of Responses:**

- 1. Shares held by TDC&R Investment LP, a family limited partnership, of which the Reporting Person, her spouse and children are partners.
- 2. Are exercisable as to 6.25% of the shares each quarter after the date of grant.
- 3. The August 15, 2000 Option Exercise of 1,354 shares was previously reported as a disposition of a derivative security and subsequent acquisition of a non-derivative security with respect to the reporting person's Incentive Stock Options granted on October 30, 1998 and should have been reported as a disposition of a derivative security and subsequent acquisition of a non-derivative security with respect to the reporting person's Non-Qualified Stock Options granted July 30, 1999. Reporting person has not exercised any Incentive Stock Options received under the October 30, 1998 grant.
- 4. Twenty-five percent (25%) of the total options granted on August 1, 2000 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.
- 5. 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.
- 6. Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- 7. Fifty percent (50%) of the total options granted on September 6, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- 8. Fifty percent (50%) of the total options granted on March 15, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- 9. Twenty-five percent (25%) of the total options granted on December 29, 2000, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.

## 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: Dana L. 02/18/2004

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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