SEC Form 5

FORM 5

| UNITED STATES SEC | URITIES AN | D EXCHANGE | COMMISSION |
|-------------------|------------|------------|------------|
| | | | |

Washington, D.C. 20549

| NNUAL STATEMENT OF CHANGES IN BENEFICIAL | |
|--|--|
| OWNERSHIP | |

| | | onger subject to | | | | vvusi | nington, L | .0. 20349 | | | | | | OMB | APPF | ROVAL | L |
|--|--|--|---|---|--|---|---|--|----------------|--|--|---|---|---|---|-----------------------------------|--|
| U obligat | n 16. Form 4 or tions may contil ttion 1(b). | | ANNUA | L STAT | EME | | OF C | HANGE | S IN | I BEN | IEFICI | AL | Esti | | verage bu | | 5-0362 |
| Form 3 | 3 Holdings Rep | orted. | | | | 0 | | | | | | | hou | rs per res | sponse: | | 1.0 |
| X Form 4 | 4 Transactions | Reported. | Fil | ed pursuant t or Sectio | o Sect on 30(h | ion 16 1) of th | δ(a) of the ne Investn | Securities Ex nent Company | chang Act o | ge Act of of 1940 | 1934 | | | | | | |
| 1. Name a | nd Address of | Reporting Person* | | | | | | rading Symbo | I | | | Relationship leck all appli | | ing Pers | son(s) to | Issuer | |
| <u>IRVIN</u> | VERNO | N | | VERIS | SIGN | <u>N IIN</u> | <u>C/CA</u> | [VRSN] | | | | Directo | , | | 10% | 6 Owner | r |
| (Last) 487 EAS | ``` | irst) EFIELD ROAD | Middle) | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005 | | | | | | | X Officer (give title Other (specify below) Evecutive Vice President & GM | | | | | |
| (Street) | | | | - 4. If Amer | ndmen | it, Date | e of Origir | nal Filed (Mon | h/Day | y/Year) | 6.1 | ndividual or 3 | Joint/Grou | up Filing | g (Check | Applica | able |
| MOUNT VIEW | CAIN C. | A s | 94043 | | | | | | | | Line | X Form f | iled by O | | • | | |
| (City) | (S | tate) | Zip) | - | | | | | | | | Persor | filed by M า | ore triar | I Olle R | eporting | |
| | | Tab | le I - Non-Deriv | vative Sec | curiti | es A | cquire | d, Dispose | d of | f, or Be | eneficial | ly Owned | d | | | | |
| 1. Title of S | Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) | | Execution I if any | 2A. Deemed Execution Date, if any (Month/Day/Year) | | nsaction le (Instr. | 4. Securities Acquired (A) or Dispose Of (D) (Instr. 3, 4 and 5) | | | Disposed | d 5. Amount of Securities Beneficially Owned at end of | | Ownership Inc Form: Direct Be | | Indirect Benefic | neficial | |
| | | | (Month/Day | | | | Amount | ount (A) or (D) Price | | rice | Issuer's F Year (Inst 4) | Fiscal Indire | | ect (I) (Instr. 4 | | | |
| Common | Common Stock 12/30/2005 | | | | | F4 ⁽¹⁾ | 3,905 | | D \$21 | | 9,882 | | D | | | | |
| | | Т | able II - Deriva | tive Secu | iritio | ε Δ c | quirod | Dienocor | of | or Dor | oficially | | | | | | |
| | | • | | | | | | | | | | Owned | | | | | |
| | | | (e.g., j | outs, calls | s, wa | rrant | ts, opti | ons, conv | ertib | ole sec | urities) | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | | | s, wa | mber rities rities r osed) . 3, 4 | ts, opti | ONS, CONV Exercisable an | | 7. Title ar Amount of Securities Underlyir | urities) nd of s ng e Security | 8. Price of Derivative Security (Instr. 5) | 9. Numb derivativ Securiti Benefici Owned Followir Reporte Transac (Instr. 4) | ve es ially ng ed etion(s) | 10. Owners Form: Direct (or Indir (I) (Inst | ship of Bo D) Ov ect (Ir | 1. Nature f Indirect eneficial wnership nstr. 4) |
| Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date | (e.g., 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr | mber rities rities r osed) . 3, 4 | 6. Date E | ONS, CONV Exercisable an | | 7. Title ar Amount of Securitie Underlyin Derivative | urities) and of s ig e Security and 4) | 8. Price of Derivative Security | derivativ Securiti Benefici Owned Followir Reporte Transac | ve es ially ng ed etion(s) | Owners Form: Direct (or Indir | ship of Bo D) Ov ect (Ir | f Indirect eneficial wnership |
| Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date | (e.g., 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr | mber rities rities r osed) . 3, 4 | 6. Date E | ONS, CONV Exercisable an Date Day/Year) | on ertib | 7. Title ar Amount of Securitie Underlyin Derivative | urities) nd of s ng e Security nd 4) | 8. Price of Derivative Security | derivativ Securiti Benefici Owned Followir Reporte Transac | ve es ially ng ed etion(s) | Owners Form: Direct (or Indir | ship of Bo D) Ov ect (Ir | f Indirect eneficial wnership |
| Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date | (e.g., 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5, Wal 5. Nu of Deriv Secu (A) of Dispo of (D) (Instr and 5 | mber rative rities iired r osed) . 3, 4 5) | ts, opti 6. Date E Expiratio (Month/I | ons, conv Exercisable an Date Day/Year) | on | 7. Title ar Amount of Securitie Underlyir Derivativ (Instr. 3 a | Amount or Number of Amount | 8. Price of Derivative Security | derivativ Securiti Benefici Owned Followir Reporte Transac | ve es ially ng td tion(s)) | Owners Form: Direct (or Indir | ship of Bo D) Ov ect (Ir | f Indirect eneficial wnership |
| Non- Qualified Stock Option (right to | Conversion or Exercise Price of Derivative Security | 3. Transaction Date | (e.g., 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5, Wal 5. Nu of Deriv Secu (A) of Dispo of (D) (Instr and 5 | mber rative rities iired r osed) . 3, 4 5) | ts, opti 6. Date E Expiration (Month/I) Date Exercise | ons, conv Exercisable an Date Day/Year) Expirat Date 04 ⁽²⁾ 06/30/2 | oon _ | De sec 7. Title ar Amount of Securitie Underlyir Derivativ (Instr. 3 a Title | Amount or Number of Shares | 8. Price of Derivative Security | derivatin Securiti Benefici Owned Followir Reporte Transac (Instr. 4) | ve es ially ng .d tion(s)) | Owners Form: Direct (or Indir (I) (Inst | ship of Bo D) Ov ect (Ir | f Indirect eneficial wnership |
| Non- Qualified Stock Option (right to buy) Non- Qualified Stock Option (right to | Conversion or Exercise Price of Derivative Security \$13.79 | 3. Transaction Date | (e.g., 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5, Wal 5. Nu of Deriv Secu (A) of Dispo of (D) (Instr and 5 | mber rative rities iired r osed) . 3, 4 5) | ts, opti 6. Date E Expiration (Month/I Date Exercise 06/30/20 | Exercisable an Date ble Expirat 04 ⁽²⁾ 06/30/2 06 ⁽³⁾ 08/02/2 | on | De sec 7. Title ar Amount of Securitie Underlyir Derivativ (Instr. 3 a Title Common Stock | Amount of shig e Security nd 4) Amount or Shares 110,000 | 8. Price of Derivative Security | derivatin Securiti Benefici Owned Followir Reporte Transac (Instr. 4) | ve es ially ng dd tion(s)) 0000 | Owners Form: Direct (or Indir (I) (Inst | ship of Bo D) Ov ect (Ir | f Indirect eneficial wnership |

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. 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.

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. 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 fourth anniversary of the date of grant.

Remarks:

(RSU)

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: Vernon L. 02/14/2006 Irvin

Stock

** 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.