SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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| | | | of Section 30(n) of the investment Company Act of 1940 | | | |
|------------------------------|---------|------------------|--|------------------------|---|---------------------------------------|
| 1. Name and Addr GOLUB BF | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>VERISIGN INC/CA</u> [VRSN] | | ationship of Reporting Po < all applicable) Director | erson(s) to Issuer 10% Owner |
| (Last) 487 EAST MII | (First) | (Middle) ROAD | 3. Date of Earliest Transaction (Month/Day/Year) 11/05/2004 | X | Officer (give title below) Senior Vice I | Other (specify below) President |
| (Street) MOUNTAIN VIEW | CA | 94043 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | eporting Person |
| (City) | (State) | (Zip) | | | | |

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) | Code | Transaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
|---------------------------------|--|---|------|--|--------|---|---|---|---|------------|--|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock | 11/05/2004 | | М | | 2,500 | A | \$10.08 | 7,278 | D | | | |
| Common Stock | 11/05/2004 | | S | | 1,000 | D | \$27.51 | 6,278 | D | | | |
| Common Stock | 11/05/2004 | | S | | 150 | D | \$27.505 | 6,128 | D | | | |
| Common Stock | 11/05/2004 | | S | | 1,350 | D | \$27.5 | 4,778 | D | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | ible securities) | | | | | |
|--|------------------|--|--|--|---|--|
| | | | | | 1 | |

| 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 | | 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) |
|---|---|--|---|------------------------------|---|-----|-------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$10.08 | 11/05/2004 | | М | | | 2,500 | 05/24/2003 | 05/24/2009 | Common Stock | 2,500 | \$0 | 31,000 | D | |
| Incentive Stock Option (right to buy) | \$ 6.875 | | | | | | | 08/17/2002 ⁽¹⁾ | 08/17/2005 | Common Stock | 600 | | 600 | D | |
| Incentive Stock Option (right to buy) | \$37.0625 | | | | | | | 07/30/2003 ⁽¹⁾ | 07/30/2006 | Common Stock | 6,816 | | 6,816 | D | |
| Incentive Stock Option (right to buy) | \$151.25 | | | | | | | 08/01/2004 ⁽²⁾ | 08/01/2007 | Common Stock | 661 | | 661 | D | |
| Non- Qualified Stock Option (right to buy) | \$12.88 | | | | | | | 09/26/2004 ⁽³⁾ | 09/26/2010 | Common Stock | 40,000 | | 40,000 | D | |
| Non- Qualified Stock Option (right to buy) | \$13.79 | | | | | | | 03/15/2002 ⁽⁴⁾ | 03/15/2008 | Common Stock | 1,250 | | 1,250 | 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) | | 5. Number | | 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) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$13.79 | | | | | | | 09/06/2002 ⁽⁵⁾ | 09/06/2008 | Common Stock | 25,500 | | 25,500 | D | |
| Non- Qualified Stock Option (right to buy) | \$13.79 | | | | | | | 02/21/2003 ⁽⁶⁾ | 02/21/2009 | Common Stock | 45,000 | | 45,000 | D | |
| Non- Qualified Stock Option (right to buy) | \$26.53 | | | | | | | 11/03/2005 ⁽⁷⁾ | 11/03/2011 | Common Stock | 90,000 | | 90,000 | D | |
| Non- Qualified Stock Option (right to buy) | \$34.438 | | | | | | | 03/15/2002 ⁽⁸⁾ | 03/15/2008 | Common Stock | 15,000 | | 15,000 | D | |
| Non- Qualified Stock Option (right to buy) | \$37.0625 | | | | | | | 07/30/2003 ⁽¹⁾ | 07/30/2006 | Common Stock | 14,684 | | 14,684 | D | |
| Non- Qualified Stock Option (right to buy) | \$151.25 | | | | | | | 08/01/2001 ⁽²⁾ | 08/01/2007 | Common Stock | 9,339 | | 9,339 | D | |

Explanation of Responses:

1. Immediately

2. 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. 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. 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 March 15, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

5. 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.

6. 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 February 21, 2003 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

7. 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.

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.

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: Benjamin <u>11/08/2004</u> Golub

** 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.

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