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 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

OMB APPROVAL										
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							00(1) or the	mestiner		inputity / lot of	1040							
1. Name and Address of Reporting Person* <u>MCLAUGHLIN MARK D</u>						2. Issuer Name and Ticker or Trading Symbol <u>VERISIGN INC/CA</u> [VRSN]								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) 08/01/2006								X below) below) Executive Vice President				
(Street) MOUNTAIN VIEW CA 94043					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)													<u> </u>						
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transa Date (Month/D)					sactio	on	2A. Deemed Execution Date, if any (Month/Day/Year		3. Transaction Code (Instr.		4. Securitie Disposed C	s Acquired	(A) or	5. Amoun	ly I	Form:	Direct Ir Indirect B	7. Nature of Indirect Beneficial Ownership	
							(monthibuy) real		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(1) (1130. 4)		nstr. 4)	
Common	Stock			08/0	08/02/2006				М		1,000 A		\$0	1,018		D			
Common	Stock			08/0)2/20	2/2006			F ⁽¹⁾				\$17.72	.72 694		D			
			Table II -	Deriva (e.g.,	ative puts	e Seo s, cal	curities	s Acq rrants	uired, D 5, optior)ispo 1s, c	osed of, o onvertibl	or Benef e securi	icially (ties)	Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	on 3A. Deemed 4. 5. Number of Execution Date, Transaction Derivative		per of ve es ed (A) osed nstr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3 ar			d Amount ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio	i Iy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
				c	ode	v	(A)	(D)	Date Exercisat	sable Expiration Date Title		Title	Amount or Number of Shares	(Instr. 4					
Non- Qualified Stock Option (right to buy)	\$17.94	08/01/2006			A		90,000		08/01/200)7 ⁽²⁾	08/01/2013	Common Stock	90,000	\$0	90,000)	D		
Restricted Stock Unit (RSU)	\$0	08/02/2006			М			1,000	08/02/2006 ⁽³⁾		08/02/2009	Common Stock	1,000	\$17.72	9,000		D		
Restricted Stock Unit (RSU)	\$0	08/01/2006			A		10,000		08/01/2007 ⁽⁴⁾		08/01/2010	Common Stock	10,000	\$0	10,000		D		
Incentive Stock Option (right to buy)	\$97.7969								04/15/200	01 ⁽⁵⁾	04/15/2007	Common Stock	3,066		3,066		D		
Non- Qualified Stock Option (right to buy)	\$10.08								05/24/20	003	05/24/2009	Common Stock	15,625		15,625	5	D		
Non- Qualified Stock Option (right to buy)	\$12.88								09/26/20)04	09/26/2010	Common Stock	45,374		45,374	4	D		
Non- Qualified Stock Option (right to buy)	\$13.79								03/15/200)2 ⁽⁶⁾	03/15/2008	Common Stock	6,250		6,250		D		
Non- Qualified Stock Option (right to buy)	\$13.79								09/06/200)2 ⁽⁷⁾	09/06/2008	Common Stock	25,000		25,000)	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)		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	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		Transaction(s) (Instr. 4)		
Non- Qualified Stock Option (right to buy)	\$13.79							02/21/2003	02/21/2009	Common Stock	16,875		16,875	D	
Non- Qualified Stock Option (right to buy)	\$17.36							08/31/2005	08/31/2011	Common Stock	67,499		67,499	D	
Non- Qualified Stock Option (right to buy)	\$22.3							05/16/2007 ⁽⁸⁾	05/16/2013	Common Stock	40,000		40,000	D	
Non- Qualified Stock Option (right to buy)	\$26.4							08/02/2006 ⁽⁹⁾	08/02/2012	Common Stock	90,000		90,000	D	
Non- Qualified Stock Option (right to buy)	\$33.38							12/17/2005 ⁽¹⁰⁾	12/17/2011	Common Stock	25,000		25,000	D	
Non- Qualified Stock Option (right to buy)	\$ 97.7969							04/15/2001 ⁽⁵⁾	04/15/2007	Common Stock	21,934		21,934	D	
Non- Qualified Stock Option (right to buy)	\$151.25							08/01/2001 ⁽⁵⁾	08/01/2007	Common Stock	50,000		50,000	D	
Restricted Stock Unit (RSU)	\$0							05/16/2007 ⁽¹¹⁾	05/16/2010	Common Stock	4,200		4,200	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. 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. 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 first 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 first anniversary of the date of grant.

4. On 08/01/2006, Reporting Person was awarded restricted stock units (RSUs). Each RSU represents a contingent right to receive one (1) share of VeriSign common stock once vested. Twenty-five percent (25%) of the grant vests over four years on the anniversary of the date of grant, subject to necessary withholding for applicable taxes.

5. Immediately

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

7. 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.

8. 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.

9. 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.

10. 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.

11. On 05/16/2006, 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. Twenty-five percent (25%) of the grant vests on each anniversary of the date of grant, subject to necessary withholding for applicable taxes.

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: Mark D.08/03/2006McLaughlin

** 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.