

VERISIGN INC/CA
Form 5
February 14, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
KORZENIEWSKI ROBERT J

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol
VERISIGN INC/CA [VRSN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 12/30/2005 | Â | F4(1) | 10,633 D | \$ 21.9 76,074 | D | Â |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------|-------------------------------------------------------------|--------------|--------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Incentive Stock Option (right to buy) | \$ 149.25 | Â | Â | Â | Â | Â | 06/23/2001 ⁽²⁾ | 06/23/2007 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | Â | Â | Â | Â | Â | 05/24/2003 ⁽³⁾ | 05/24/2009 | Common Stock | 5 |
| Non-Qualified Stock Option (right to buy) | \$ 12.88 | Â | Â | Â | Â | Â | 11/11/2003 ⁽⁴⁾ | 08/11/2013 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 22.71 | Â | Â | Â | Â | Â | 02/21/2003 ⁽³⁾ | 02/21/2009 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 26.4 | Â | Â | Â | Â | Â | 08/02/2006 ⁽⁵⁾ | 08/02/2012 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | Â | Â | Â | Â | Â | 11/03/2005 ⁽⁶⁾ | 11/03/2011 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | Â | Â | Â | Â | Â | 09/06/2002 ⁽⁷⁾ | 09/06/2008 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 34.438 | Â | Â | Â | Â | Â | 03/15/2002 ⁽⁸⁾ | 03/15/2008 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 149.25 | Â | Â | Â | Â | Â | 06/23/2001 ⁽²⁾ | 06/23/2007 | Common Stock | 9 |
| Restricted Stock Unit (RSU) | \$ 0 | Â | Â | Â | Â | Â | 08/02/2006 ⁽⁹⁾ | 08/02/2009 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KORZENIEWSKI ROBERT J 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | Â | Â | Â Executive Vice President | Â |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Robert J.
Korzeniewski

02/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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 on June 23, 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) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
 - (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) 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.
 - (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) 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.

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Remarks:

Reporting Person's total direct holdings disclosed in Table I, Item 5 under Amount of Securities Be

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.