

SCLAVOS STRATTON D
 Form 4
 November 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCLAVOS STRATTON D

 (Last) (First) (Middle)
487 EAST MIDDLEFIELD ROAD

 (Street)
MOUNTAIN VIEW, CA 94043

 (City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
11/01/2006

 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)
Chairman, President & CEO

 6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/01/2006		M	8,600 A \$ 0	302,622	I	by Sclavos1990RvTrst
Common Stock	11/01/2006		F(1)	3,074 D \$ 20.74	299,548	I	by Sclavos1990RvTrst (2)
Common Stock					35,159	D	
Common Stock					85,600	I	by EladhaPartnersLP
Common Stock					12,205	I	by SclavosFmlyFndtn

Edgar Filing: SCLAVOS STRATTON D - Form 4

Common Stock 18,333 I by SclavosFmlyPrtnrs

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

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 control number. SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit (RSU)	\$ 0	11/01/2006		M	8,600	11/01/2006 ⁽³⁾	11/01/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 74.188					12/29/2001	12/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.08					05/24/2003 ⁽⁴⁾	05/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.87					10/29/2004 ⁽⁵⁾	10/29/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.94					08/01/2007 ⁽⁶⁾	08/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.71					02/21/2003 ⁽⁴⁾	02/21/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.46					10/31/2006	11/01/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.38					12/17/2005 ⁽⁷⁾	12/17/2011	Common Stock

Edgar Filing: SCLAVOS STRATTON D - Form 4

- (5) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (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) 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) Ten percent (10%) of the total options granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total options granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total options granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total options granted vest and become exercisable on the fourth anniversary of the date of grant.
- (9) Options vest 25% on October 2, 2001, and thereafter with respect to 6.25% of the shares each quarter for a total of 25% each 12 month period.
- (10) Options vest 25% on November 1, 2001, and thereafter with respect to 6.25% of the shares each quarter for a total of 25% each 12 month period.
- (11) On 12/17/2004, Mr. Sclavos received two restricted stock awards, one for 100,000 restricted stock units (RSUs), and one for 25,000 RSUs. Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. The first award of 100,000 RSUs shall vest ratably over a four-year period, with 10% of the total award vesting and becoming exercisable on the 1st anniversary, 20% of the total award vesting and becoming exercisable on the 2nd anniversary, 30% of the total award vesting and becoming exercisable on the 3rd anniversary, and 40% of the total award vesting and becoming exercisable on the 4th anniversary, from date of grant. The second award of 25,000 RSUs shall vest ratably over a four-year period, with 25% of the total award vesting and becoming exercisable on the first anniversary from date of grant, and thereafter shall vest and become exercisable quarterly at a rate of 6.25% of the total award, until fully vested.
- (12) 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.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space 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.