

VERISIGN INC/CA  
Form 4  
August 03, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
MCLAUGHLIN MARK 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)  
08/01/2006

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)  
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/02/2006                           |  | M                              | 1,000   | A \$ 0  | 1,018  | D                                 |
| Common Stock                    | 08/02/2006                           |  | F(1)                           | 324   | D \$ 17.72  | 694  | D                                 |

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

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SEC 1474 (9-02)

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**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 (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 17.94   | 08/01/2006                           |  | A                              | 90,000  | 08/01/2007 <sup>(2)</sup>                                | 08/01/2013                               | Common Stock |
| Restricted Stock Unit (RSU)                | \$ 0   | 08/02/2006                           |  | M                              | 1,000   | 08/02/2006 <sup>(3)</sup>                                | 08/02/2009                               | Common Stock |
| Restricted Stock Unit (RSU)                | \$ 0   | 08/01/2006                           |  | A                              | 10,000  | 08/01/2007 <sup>(4)</sup>                                | 08/01/2010                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 97.7969   |                                      |  |                                |   | 04/15/2001 <sup>(5)</sup>                                | 04/15/2007                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 10.08   |                                      |  |                                |   | 05/24/2003   | 05/24/2009                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 12.88   |                                      |  |                                |   | 09/26/2004   | 09/26/2010                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 13.79   |                                      |  |                                |   | 03/15/2002 <sup>(6)</sup>                                | 03/15/2008                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 13.79   |                                      |  |                                |   | 09/06/2002 <sup>(7)</sup>                                | 09/06/2008                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 13.79   |                                      |  |                                |   | 02/21/2003   | 02/21/2009                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 17.36   |                                      |  |                                |   | 08/31/2005   | 08/31/2011                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 22.3  |                                      |  |                                |   | 05/16/2007 <sup>(8)</sup>                                | 05/16/2013                               | Common Stock |

|   |            |                            |            |                 |
|---|------------|----------------------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 26.4    | 08/02/2006 <sup>(9)</sup>  | 08/02/2012 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 33.38   | 12/17/2005 <sup>(10)</sup> | 12/17/2011 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 97.7969 | 04/15/2001 <sup>(5)</sup>  | 04/15/2007 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 151.25  | 08/01/2001 <sup>(5)</sup>  | 08/01/2007 | Common<br>Stock |
| Restricted<br>Stock Unit<br>(RSU)               | \$ 0       | 05/16/2007 <sup>(11)</sup> | 05/16/2010 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MCLAUGHLIN MARK D<br>487 EAST MIDDLEFIELD ROAD<br>MOUNTAIN VIEW, CA 94043 |               |           | Executive Vice President |       |

## Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Mark D. McLaughlin

08/03/2006

\_\_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 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 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.
- (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

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- (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

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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