

SYMANTEC CORP
Form 3
May 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Cain Matthew M			(Month/Day/Year)	SYMANTEC CORP [SYMC]	
(Last)	(First)	(Middle)	05/12/2015	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
350 ELLIS STREET				(Check all applicable)	
(Street)				___ Director	___ 10% Owner
MOUNTAIN				<input checked="" type="checkbox"/> Officer	___ Other
VIEW,Â CAÂ 94043				(give title below)	(specify below)
(City)	(State)	(Zip)		EVP, Veritas Chief Product Off	
					6. Individual or Joint/Group Filing(Check Applicable Line)
					<input checked="" type="checkbox"/> Form filed by One Reporting Person
					___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	138,429 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	04/10/2019	Common Stock	6,334	\$ 17.56	D	Â
Performance-based Restricted Stock Units	Â (3)	Â (3)	Common Stock	2,404	\$ 0	D	Â
Performance-based Restricted Stock Units	Â (4)	Â (4)	Common Stock	17,136	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cain Matthew M 350 ELLIS STREET MOUNTAIN VIEW,Â CAÂ 94043	Â	Â	Â EVP, Veritas Chief Product Off	Â

Signatures

/s/ Simona Katcher, as attorney-in-fact for Matthew M. Cain

05/18/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes shares that are issuable pursuant to restricted stock units (4,750 shares will vest on March 1, 2016; 2,500 will vest annually in two equal installments beginning June 1, 2015; 5,521 shares will vest annually in three equal installments beginning June 1, 2015; 14,900 shares will vest annually in three equal installments beginning September 1, 2015; 32,493 shares will vest annually in three equal installments beginning March 1, 2016; 34,866 shares will vest annually in four equal installments beginning June 1, 2015; 21,371 shares will vest annually in three installments beginning December 1, 2015; and 20,936 shares will vest in three installments beginning March 1, 2016).

(2) Mr. Cain was granted an option to purchase shares on April 10, 2012. 25% vested on the first anniversary of the grant, and the remainder vests in equal monthly installments over the next 36 months.

(3) On May 20, 2013, the Reporting Person was granted performance-based restricted stock units (PRUs) with a target of 4,908 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2014, 0% to 133% of the target shares will be eligible (the "Eligible Shares") to be earned at the end of fiscal 2015 and 2016, based on, and subject to further adjustment as a result of, the achievement of certain other performance criteria (but in no event will the Reporting Person earn less than 50% of the Eligible Shares), provided that the Reporting Person is employed by the Issuer through April 1, 2016. The performance criterion for fiscal 2014 was partially satisfied, resulting in 2,404 shares becoming Eligible Shares.

(4) On June 10, 2014, the Reporting Person was granted performance-based restricted stock units (PRUs), with a target of 34,866 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2015, 0% to 133% of the target shares will be eligible (the "Eligible Shares") to be earned at the end of fiscal 2016 and 2017, based on, and subject to further adjustment as a result of, the achievement of certain other performance criteria (but in no event will the Reporting Person earn less than 50% of the Eligible Shares), provided that the Reporting Person is employed by the Issuer through March 31, 2017. The performance criterion for fiscal 2015 was partially satisfied, resulting in 17,136 shares becoming Eligible Shares.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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.