

GOSHORN RICHARD H
 Form 4
 May 19, 2011

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 *
GOSHORN RICHARD H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21355 RIDGETOP CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, GC and Secretary

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

DULLES, VA 20166

(City) (State) (Zip)

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	05/18/2011		A		507 ⁽¹⁾	A	\$ 0 93,634.5867
Common Stock	05/18/2011		A		81 ⁽¹⁾	A	\$ 0 93,715.5867
Common Stock	05/18/2011		A		461 ⁽¹⁾	A	\$ 0 94,176.5867
Common Stock	05/18/2011		A		1,198 ⁽¹⁾	A	\$ 0 95,374.5867
Common Stock	05/18/2011		A		913 ⁽²⁾	A	\$ 0 96,287.5867

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Common Stock	05/18/2011	A	7,605 <u>(2)</u>	A	\$ 0	103,892.5867	D
Common Stock	05/18/2011	A	1,219 <u>(2)</u>	A	\$ 0	105,111.5867	D
Common Stock	05/18/2011	A	1,014 <u>(2)</u>	A	\$ 0	106,125.5867	D
Common Stock	05/18/2011	A	300 <u>(2)</u>	A	\$ 0	106,425.5867	D
Common Stock	05/18/2011	A	2,738 <u>(1)</u>	A	\$ 0	109,163.5867	D
Common Stock	05/18/2011	F	2,448 <u>(3)</u>	D	\$ 37.29	106,715.5867	D
Common Stock	05/18/2011	F	392 <u>(3)</u>	D	\$ 37.29	106,323.5867	D
Common Stock	05/18/2011	F	293 <u>(3)</u>	D	\$ 37.29	106,030.5867	D
Common Stock	05/18/2011	F	96 <u>(3)</u>	D	\$ 37.29	105,934.5867	D
Common Stock	05/18/2011	F	326 <u>(3)</u>	D	\$ 37.29	105,608.5867	D
Common Stock	05/18/2011	A	301.7353 <u>(4)</u>	A	\$ 0	105,910.322	D
Common Stock	05/18/2011	A	268.1824 <u>(4)</u>	A	\$ 0	106,178.5044	D
Common Stock	05/18/2011	A	321.8508 <u>(4)</u>	A	\$ 0	106,500.3552	D
Common Stock	05/18/2011	A	523.0078 <u>(4)</u>	A	\$ 0	107,023.363	D
Common Stock	05/18/2011	A	995.7264 <u>(4)</u>	A	\$ 0	108,019.0894	D
Common Stock	05/18/2011	A	900.2169 <u>(4)</u>	A	\$ 0	108,919.3063	D
Common Stock	05/18/2011	A	92.3304 <u>(4)</u>	A	\$ 0	109,011.6367	D
Common Stock	05/18/2011	A	22.1976 <u>(4)</u>	A	\$ 0	109,033.8343	D
Common Stock	05/18/2011	A	58.7758 <u>(4)</u>	A	\$ 0	109,092.6101	D
Common Stock	05/18/2011	A	122.7876 <u>(4)</u>	A	\$ 0	109,215.3977	D
	05/18/2011	A		A	\$ 0	109,547.8461	D

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Common Stock				332.4484				
				(4)				
Common Stock	05/18/2011		A	943.9528	A	\$ 0	110,491.7989	D
				(4)				

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)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
GOSHORN RICHARD H 21355 RIDGETOP CIRCLE DULLES, VA 20166	Director 10% Owner Officer Other SVP, GC and Secretary

Signatures

By: Luci Altman, as Attorney-in-Fact For: Richard H. Goshorn 05/19/2011

__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) Restricted stock units ("RSUs") received in connection with unvested options and the \$2.75 per share of Common Stock cash dividend declared by VeriSign, Inc.'s Board of Directors on April 27, 2011 and paid on May 18, 2011. Each RSU represents a contingent right to receive one (1) share of VeriSign Common Stock once vested. These RSUs will vest on the second anniversary of the grant date;

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provided the holder continues to be employed by, or provide services to, the company on such date.

- (2) Restricted stock units ("RSUs") received in connection with vested options and the \$2.75 per share of Common Stock cash dividend declared by VeriSign, Inc.'s Board of Directors on April 27, 2011 and paid on May 18, 2011. Each RSU represents a contingent right to receive one (1) share of VeriSign Common Stock once vested. RSUs immediately vest upon grant.
- (3) 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 units.

- (4) Additional restricted stock units ("RSUs") received in connection with outstanding RSUs and the \$2.75 per share of Common Stock cash dividend declared by VeriSign, Inc.'s Board of Directors on April 27, 2011 and paid on May 18, 2011. Each RSU represents a contingent right to receive one (1) share of VeriSign Common Stock once vested. These additional RSUs will vest on the same schedule as the already outstanding RSUs.

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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