

VERISIGN INC/CA
Form 4
May 18, 2006

FORM 4

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

OMB APPROVAL

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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)
05/16/2006

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 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)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.3	05/16/2006	A	40,000					05/16/2007 ⁽¹⁾	05/16/2013	Common Stock
Restricted Stock Unit (RSU)	\$ 0	05/16/2006	A	4,200					05/16/2007 ⁽²⁾	05/16/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 97.7969								04/15/2001 ⁽³⁾	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 ⁽⁴⁾	03/15/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.79								09/06/2002 ⁽⁵⁾	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)	\$ 26.4								08/02/2006 ⁽⁶⁾	08/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.38								12/17/2005 ⁽⁷⁾	12/17/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 97.7969								04/15/2001 ⁽³⁾	04/15/2007	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 151.25	08/01/2001 ⁽³⁾	08/01/2007	Common Stock
Restricted Stock Unit (RSU)	\$ 0	08/02/2006 ⁽⁸⁾	08/02/2009	Common Stock

Reporting Owners

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

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Mark D. McLaughlin 05/18/2006

__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) 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.

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.
- (2) Immediately
- (3) 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.
- (4) 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.
- (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) 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.
- (8)

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.