

VERISIGN INC/CA
Form 4
December 20, 2004

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)
12/17/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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) | \$ 33.38 | 12/17/2004 | A | 25,000 | | | | | 12/17/2005 ⁽¹⁾ | 12/17/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 97.7969 | | | | | | | | 04/15/2001 ⁽²⁾ | 04/15/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | | | | | | | | 05/24/2003 ⁽³⁾ | 05/24/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 12.88 | | | | | | | | 09/26/2004 ⁽⁴⁾ | 09/26/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | | | | | | | | 03/15/2002 ⁽⁵⁾ | 03/15/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | | | | | | | | 09/06/2002 ⁽⁶⁾ | 09/06/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | | | | | | | | 02/21/2003 ⁽⁷⁾ | 02/21/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.36 | | | | | | | | 08/31/2005 ⁽⁸⁾ | 08/31/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 97.7969 | | | | | | | | 04/15/2001 ⁽²⁾ | 04/15/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 151.25 | | | | | | | | 08/01/2001 ⁽²⁾ | 08/01/2007 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Senior Vice President

MCLAUGHLIN MARK D
487 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Signatures

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

12/20/2004

__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.

(2) Immediately

(3) 25% of the options vested and became exercisable on 05/24/03, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.

(4) 25% of the options vested and became exercisable on 09/26/04, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.

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.

(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 September 6, 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 February 21, 2003 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.

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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