

VERISIGN INC/CA

Form 4

May 24, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVAN DANA L

(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)

05/20/2005

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)

Executive Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 05/20/2005 | | M | V Amount (A) or (D) Price 2,500 A \$ 7.6719 | 42,662 | D | |
| Common Stock | 05/20/2005 | | M | V Amount (A) or (D) Price 2,500 A \$ 7.6719 | 45,162 | D | |
| Common Stock | 05/20/2005 | | S | V Amount (A) or (D) Price 5,000 D \$ 30 | 40,162 | D | |
| Common Stock | 05/23/2005 | | M | V Amount (A) or (D) Price 2,500 A \$ 7.6719 | 42,662 | D | |
| Common Stock | 05/23/2005 | | M | V Amount (A) or (D) Price 2,500 A \$ 7.6719 | 45,162 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------|--------|---|--------------------------------|
| Common Stock | 05/23/2005 | S | 5,000 | D | \$ 30 | 40,162 | D | |
| Common Stock | | | | | | 51,030 | I | by Evan1991 LvgTrust |
| Common Stock | | | | | | 18,242 | I | by TDC&R Inv LP ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Incentive Stock Option (right to buy) | \$ 7.6719 | 05/20/2005 | | M | | 2,500 | | 10/30/1999 | 10/30/2005 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 7.6719 | 05/23/2005 | | M | | 2,500 | | 10/30/1999 | 10/30/2005 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 7.6719 | 05/20/2005 | | M | | 2,500 | | 10/30/1999 | 10/30/2005 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 7.6719 | 05/23/2005 | | M | | 2,500 | | 10/30/1999 | 10/30/2005 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 151.25 | | | | | | | 08/01/2001 ⁽²⁾ | 08/01/2007 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | | | | | | | 05/24/2003 ⁽³⁾ | 05/24/2009 | Common Stock | 7 |

| | | | | | |
|---|------------|---------------------------|------------|-----------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 12.88 | 11/11/2003 ⁽⁴⁾ | 08/11/2013 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 22.71 | 02/21/2003 ⁽³⁾ | 02/21/2009 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | 11/03/2005 ⁽⁵⁾ | 11/03/2011 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | 09/06/2002 ⁽⁶⁾ | 09/06/2008 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 34.438 | 03/15/2002 ⁽⁷⁾ | 03/15/2008 | Common Stock | 4 |
| Non-Qualified Stock Option (right to buy) | \$ 37.0625 | 07/30/2000 ⁽⁸⁾ | 07/30/2006 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 74.188 | 12/29/2001 ⁽⁹⁾ | 12/29/2007 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 151.25 | 08/01/2001 ⁽²⁾ | 08/01/2007 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EVAN DANA L 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | | Executive Vice President & CFO | |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Dana L.
Evan 05/24/2005

__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) Shares held by TDC&R Investment LP, a family limited partnership, of which the Reporting Person, her spouse and children are partners.
- (2) Twenty-five percent (25%) of the total options granted on August 1, 2000 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.

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- (3) 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.
- (4) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (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) Fifty percent (50%) of the total options granted on September 6, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (7) Fifty percent (50%) of the total options granted on March 15, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (8) Are exercisable as to 6.25% of the shares each quarter after the date of grant.
- (9) Twenty-five percent (25%) of the total options granted on December 29, 2000, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.

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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