deSouza Francis A Form 4 May 02, 2012

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

(Print or Type Responses)

1. Name and Address of Reporting Person * deSouza Francis A

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

350 ELLIS STREET

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

MOUNTAIN VIEW, CA 94043

2. Issuer Name and Ticker or Trading Symbol

SYMANTEC CORP [SYMC]

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

04/30/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 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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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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Group Pres, Enterpr Prod & Serv

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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	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	An or Nu of
Performance-based Restricted Stock Units	(1)	04/30/2012		A		19,400		(1)	(1)	Common Stock	19

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

deSouza Francis A 350 ELLIS STREET MOUNTAIN VIEW, CA 94043

Group Pres, Enterpr Prod & Serv

Signatures

/s/ Simona Katcher, as attorney-in-fact for Francis A. deSouza

05/02/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

fiscal 2012 was partially satisfied, resulting in 38,800 shares becoming Eligible Shares.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 10, 2011, the Reporting Person was granted performance-based restricted stock units (PRUs), with a target of 40,000 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2012, 0% to 133% of the target shares will be eligible (the "Eligible Shares") to be earned at the end of fiscal 2013 and 2014, 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 28, 2014. The performance criterion for

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