EMC CORP Form 4 August 05, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COVIELLO ARTHUR W JR

2. Issuer Name and Ticker or Trading Symbol

EMC CORP [EMC]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

EMC CORPORATION, 176 SOUTH 08/03/2011 **STREET**

(Street)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

Executive Chairman, RSA

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

HOPKINTON, MA 01748

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/03/2011		A	44,809 (3)	A	\$ 0	457,101	D	
Common Stock	08/03/2011		A	29,873 (4)	A	\$ 0	486,974	D	
Common Stock	08/03/2011		F	4,114 (5)	D	\$ 0	482,860	D	
Common Stock	08/04/2011		F	5,637 (5)	D	\$0	477,223	D	

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 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option Right To Buy	\$ 25.04	08/03/2011		A	22,593	<u>(1)</u>	08/03/2021	Common Stock	22,593	
Stock Option Right To Buy	\$ 25.04	08/03/2011		A	15,062	(2)	08/03/2021	Common Stock	15,062	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COVIELLO ARTHUR W JR EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748

Executive Chairman, RSA

Signatures

/s/Barbara E. Coluci, Attorney
In Fact

08/05/2011

**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) Options granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to certain restrictions on transfer and are subject to forfeiture upon certain events. These options will vest only in the event that 2012 performance targets approved the Board of Directors are met. If such targets are met, one-quarter of the options will vest in 2013, one-quarter will vest on February 1, 2014

Reporting Owners 2

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and one-quarter will vest on February 1, 2015 and one-quarter will vest February 1, 2016.

- (2) Options granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to certain restrictions on transfer and are subject to forfeiture upon certain events. The options will vest ratably over five years beginning one year from the date of grant.
- Restricted Stock Units granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to forfeiture upon certain events. The restricted stock units will vest only in the event that 2012 performance targets approved by the Board of Directors are met. If such targets are met, one-third of the restricted stock will vest in 2013, one-third will vest on February 1, 2014 and one-third will vest on February 1, 2015.
- (4) Restricted Stock Units granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to forfeiture upon certain events. The restricted stock units will vest ratably over four years beginning one year from the date of grant.
- (5) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.

 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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