

GOULDEN DAVID I
Form 4
August 05, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GOULDEN DAVID I

(Last) (First) (Middle)

EMC CORPORATION, 176 SOUTH STREET

(Street)

HOPKINTON, MA 01748

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMC CORP [EMC]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2011

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)
EVP & CFO

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 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 (A) or (D) Price		
Common Stock	08/03/2011		A		61,103 ⁽³⁾ A \$ 0 599,370 ⁽⁷⁾	D	
Common Stock	08/03/2011		A		40,735 ⁽⁴⁾ A \$ 0 640,105	D	
Common Stock	08/03/2011		A		239,617 ⁽⁵⁾ A \$ 0 879,722	D	
Common Stock	08/03/2011		F		5,010 ⁽⁶⁾ D \$ 0 874,712	D	
Common Stock	08/04/2011		F		6,889 ⁽⁶⁾ D \$ 0 867,823	D	

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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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option Right To Buy	\$ 25.04	08/03/2011		A	30,808	<u>(1)</u> 08/03/2021	Common stock	30,808
Stock Option Right To Buy	\$ 25.04	08/03/2011		A	20,539	<u>(2)</u> 08/03/2021	Common Stock	20,539

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOULDEN DAVID I EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748			EVP & CFO	

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

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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 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.

- (3) 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) Performance restricted stock units granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to forfeiture upon certain events. The performance restricted stock units will vest only in the event that a three-year cumulative performance target approved by the Leadership and Compensation Committee (the "Committee") has been met. The Committee expects to determine whether the performance target has been met, in full or in part, in 2015. If such target is met, one-half of the performance restricted stock units will vest in 2015 and one-half will vest on February 1, 2016.

- (6) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.

- (7) Includes 320 shares acquired under the EMC Corporation 1989 Employee Stock Purchase Plan in June 2011.

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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