

Scannell William F
 Form 3
 July 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Scannell William F | | (Month/Day/Year) | EMC CORP [EMC] | |
| (Last) | (First) | (Middle) | 07/22/2012 | |
| EMC CORPORATION, 176 SOUTH STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| HOPKINTON, MA 01748 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Global Sales/Customer Ops | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 492,189 ⁽¹¹⁾ ⁽¹²⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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- (3) 5,600 options will vest on each of 8/20/2012 and 8/20/2013.
- (4) 9,321 options will vest on 2/4/2013.
- (5) 5,200 options will vest on each of 8/4/2012, 8/4/2013 and 8/4/2014.
- (6) 9,750 options will vest on each of 2/1/2013 and 2/1/2014.
- (7) 4,402 options will vest on each of 8/3/2012, 8/3/2013, 8/3/2014 and 8/3/2015.
- (8) 8,254 options will vest on 2/1/2013 and 8,253 options will vest on each of 2/1/2014 and 2/1/2015.
- (9) 4,107 options will vest on 8/3/2012 and 4,108 options will vest on each of 8/3/2013, 8/3/2014, 8/3/2015 and 8/3/2016.

(10) 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 only in the event that 2012 performance targets approved by 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, one-quarter will vest on February 1, 2015 and one-quarter will vest on February 1, 2016.

(11) Includes 61,103 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 units will vest in 2013, one-third will vest on February 1, 2014 and one-third will vest on February 1, 2015.

(12) Includes 239,617 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.

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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