

EMC CORP

Form 4

August 10, 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

OMB APPROVAL

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(Print or Type Responses)

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

(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)
08/08/2012

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 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

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 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	08/08/2012		S	17,952	(A) or (D) \$ 26.87	305,834	D
Common Stock	08/08/2012		A	43,769 (1)	A \$ 0	349,603	D
Common Stock	08/08/2012		A	29,180 (2)	A \$ 0	378,783	D
Common Stock	08/08/2012		A	74,627 (3)	A \$ 0	453,410	D

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

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(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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right To Buy	\$ 26.8	08/08/2012		A		23,406		<u>(4)</u>	08/08/2022	Common Stock	23,406
Stock Option Right To Buy	\$ 26.8	08/08/2012		A		15,604		<u>(5)</u>	08/08/2022	Common Stock	15,604

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 08/10/2012

**Signature of Reporting Person

Date

Explanation of Responses:

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

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

- (1) 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 2013 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 2014, one-third will vest on February 1, 2015 and one-third

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will vest on February 1, 2016.

- (2) 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.

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

- (3) 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 2016. If such target is met, one-half of the performance restricted stock units will vest in 2016 and one-half will vest on February 1, 2017.

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 2013 performance targets approved by the

- (4) Board of Directors are met. If such targets are met, one-quarter of the options will vest in 2014, one-quarter will vest on February 1, 2015, one-quarter will vest on February 1, 2016 and one-quarter will vest on February 1, 2017.

- (5) 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.

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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