

EMC CORP
Form 424B7
February 01, 2008

Prospectus Supplement No. 34
(to Prospectus dated February 2, 2007)

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-140430

\$1,725,000,000 1.75% Convertible Senior Notes due 2011

\$1,725,000,000 1.75% Convertible Senior Notes due 2013

This prospectus supplement supplements the prospectus dated February 2, 2007, as supplemented by prospectus supplements dated February 9, 2007, February 16, 2007, February 23, 2007, March 2, 2007, March 9, 2007, March 16, 2007, March 23, 2007, March 30, 2007, April 6, 2007, April 13, 2007, April 20, 2007, April 27, 2007, May 4, 2007, May 18, 2007, May 25, 2007, June 1, 2007, June 15, 2007, June 22, 2007, June 29, 2007, July 6, 2007, July 13, 2007, August 10, 2007, August 24, 2007, August 31, 2007, September 10, 2007, October 10, 2007, October 12, 2007, October 19, 2007, October 26, 2007, November 2, 2007, November 30, 2007, December 14, 2007, and January 4, 2008, relating to the resale by certain selling securityholders of our 1.75% Convertible Senior Notes due 2011 (the 2011 notes) and 1.75% Convertible Senior Notes due 2013 (the 2013 notes, and together with the 2011 notes, the notes) and the shares of our common stock issuable upon conversion of the notes. The prospectus dated February 2, 2007, as supplemented by prospectus supplements dated February 9, 2007, February 16, 2007, February 23, 2007, March 2, 2007, March 9, 2007, March 16, 2007, March 23, 2007, March 30, 2007, April 6, 2007, April 13, 2007, April 20, 2007, April 27, 2007, May 4, 2007, May 18, 2007, May 25, 2007, June 1, 2007, June 15, 2007, June 22, 2007, June 29, 2007, July 6, 2007, July 13, 2007, August 10, 2007, August 24, 2007, August 31, 2007, September 10, 2007, October 10, 2007, October 12, 2007, October 19, 2007, October 26, 2007, November 2, 2007, November 30, 2007, December 14, 2007, and January 4, 2008, is referred to herein as the prospectus.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes or supplements the information contained in the prospectus.

Investing in the notes and our common stock issuable upon conversion of the notes involves risks that are described in the Risk Factors section of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 1, 2008.

SELLING SECURITYHOLDERS

The information in the prospectus in the table under the caption **Selling Securityholders** is amended by adding the information in the below **Additional Selling Securityholders** table regarding certain selling securityholders.

The information set forth below is based on information previously provided by or on behalf of the named selling securityholders. Information concerning the selling securityholders may change from time to time. The selling securityholders may from time to time offer and sell any or all of the securities under the prospectus (as amended and supplemented hereby). Because the selling securityholders are not obligated to sell the notes or any shares of common stock issuable upon conversion of the notes, we cannot estimate the amount of the notes or how many shares of common stock that the selling securityholders will hold upon consummation of any such sales. In addition, since the date on which a selling securityholder provided this information to us, such selling securityholder may have sold, transferred or otherwise disposed of all or a portion of its notes or common shares issuable upon conversion of its notes.

Unless described in the prospectus under the caption **Selling Securityholder** (as amended and supplemented hereby), based upon information previously provided by the selling securityholders, none of the selling securityholders beneficially owns in excess of 1% of our outstanding common stock.

Except as noted in the prospectus under the caption **Selling Securityholder** (as amended and supplemented hereby), based upon the information previously provided by the selling securityholders, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

Additional Selling Securityholders

| Name (1) | Principal amount of 2011 notes beneficially owned and offered hereby | Principal amount of 2013 notes beneficially owned and offered hereby | Number of Shares of Common Stock | |
|--|--|--|----------------------------------|--------------------|
| | | | Beneficially Owned (2)(3) | Offered Hereby (2) |
| Davidson Kempner International, Ltd. (6) | \$ 13,772,000 | | 856,589 | 856,589 |
| Davidson Kempner Partners (6) | 5,258,000 | | 327,036 | 327,036 |
| M.H. Davidson & Co. (6) | 628,000 | | 39,061 | 39,061 |
| Serena Limited (6) | 342,000 | | 21,272 | 21,272 |

(1) Information concerning other selling securityholders will be set forth in supplements to this prospectus supplement from time to time, if required.

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- (2) Includes shares of common stock issuable upon conversion of notes, assuming conversion of all the named selling securityholder's notes at the initial conversion rate of 62.1978 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of Notes - Conversion Rights - Conversion Rate Adjustments" in the prospectus. As a result, the number of shares of common stock issuable upon conversion of the notes beneficially owned and offered by the named selling securityholder may increase or decrease in the future.
- (3) In addition to shares of common stock issuable upon conversion of the notes as described in footnote (1), also includes shares of common stock identified to us by the selling securityholder as owned by it.
- (4) The selling securityholder is a broker-dealer.
- (5) The selling securityholder is an affiliate of a broker-dealer.
- (6) Davidson Kempner International, Ltd., Davidson Kempner Partners, M.H. Davidson & Co. and Serena Limited have indicated that Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable (collectively, the "Principals") are the general partners of M.H. Davidson & Co. and MHD Management Co. (MHD), the general partner of Davidson Kempner Partners and the sole managing members of Davidson Kempner International Advisors, L.L.C. (DKIA), the investment manager of each of Davidson Kempner International, Ltd. and Serena Limited. Each of the Principals, MHD and DKIA disclaim all beneficial ownership as affiliates of a registered investment adviser and, in any case, disclaim all beneficial ownership except as to the extent of their pecuniary interest in the shares.