

EMC CORP

Form 4

August 22, 2008

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 *
TUCCI JOSEPH M

(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)
08/20/2008

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)

Chairman, President and CEO

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)
Common Stock	08/20/2008		A	Amount (2) 300,000	(A) or (D) A \$ 0 1,819,272 ⁽¹⁾ (4)	D	
Common Stock	08/20/2008		A	Amount (3) 200,000	A \$ 0 2,019,272	D	
Common Stock					500,000 ⁽⁴⁾	I	By GRAT

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right To Buy	\$ 15.18	08/20/2008		A		180,000		<u>(5)</u>	08/20/2018	Common Stock	180,000
Stock Option Right To Buy	\$ 15.18	08/20/2008		A		120,000		<u>(6)</u>	08/20/2018	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUCCI JOSEPH M EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748	X		Chairman, President and CEO	

Signatures

/s/ Jacquelyn A. Connelly, Attorney
In Fact 08/22/2008

__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) Includes 600 shares acquired under the EMC Corporation 1989 Employee Stock Purchase Plan in June 2008.

(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 only in the event that 2009 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 2010, one-third will vest on February 1, 2011 and one-third will vest on February 1, 2012.

(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 ratably over four years beginning one year from the date of grant.

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- (4) Reflects certain transfers of shares between the reporting person and certain grantor retained annuity trusts.

Options granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to certain restrictions on transfer and are subject to the forfeiture upon certain events. The options will vest only in the event that 2009 performance targets approved by the Board of Directors are met. If such targets are met, one-quarter of the options will vest in 2010, one-quarter will vest on February 1, 2011, one-quarter will vest on February 1, 2012 and one-quarter will vest on February 1, 2013.

- (6) 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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