GOULDEN DAVID I

Form 4

January 31, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

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Form filed by More than One Reporting

Person

if no longer subject to Section 16. Form 4 or Form 5 obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOULDEN DAVID I			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EMC CORP [EMC]	(Check all applicable)		
(Last)	(First) (M	(Iiddle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
EMC CORPORATION, 176 SOUT STREET			01/27/2005	X Officer (give title Other (specification) below) EVP, Customer Operations		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) X Form filed by One Reporting Person		

HOPKINTON, MA 01748

(State)

(Zin)

(City)

(City)	(State)	Table	le 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 any (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	01/27/2005		Code V F	Amount 10,811	(D)	Price \$ 12.89	193,550 (1)	D				
Common Stock	01/27/2005		A	11,637 (2)	A	\$0	205,187	D				

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

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Barbara E. Coluci, Attorney 01/31/2005 In Fact

**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 791 shares acquired under the EMC Corporation 1989 Employee Stock Purchase Plan in December 2004.
- Shares of restricted stock granted under the EMC Corporation 2003 Stock Plan, which shares are subject to certain restrictions on transfer and are subject to forfeiture upon certain events. The restrictions on transfer and forfeiture lapse ratably over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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