PRIEM WINDLE B

Form 4

January 28, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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0.5

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * PRIEM WINDLE B |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer        |  |  |
|--|----------|----------|--|---|--|--|
|  |          |          | EMC CORP [EMC]                                     | (Check all applicable)                                  |  |  |
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |
|  |          |          | (Month/Day/Year)                                   | X Director 10% Owner                                    |  |  |
| EMC CORPORATION, 176 SOUTH STREET                        |          | 76 SOUTH | 01/27/2011   | Officer (give title Other (specify below)               |  |  |
|  | (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 | 3        |  | Form filed by More than One Reporting                   |  |  |

#### HOPKINTON, MA 01748

(State)

(City)

(Zin)

| (City)                               | (State) (                               | Table   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |               |        |                |  |   |  |
|--------------------------------------|---|---|--|---------------|--------|----------------|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | on Date, if Transaction(A) or Dispo<br>Code (Instr. 3, 4 and                     |               | sposed | of (D)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |   |  |               | (A) or |                | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   | (Instr. 4)  |  |
| Common<br>Stock                      | 01/27/2011                              |   | Code V M   | Amount 10,000 | (D)    | Price \$ 15.35 | 190,000  | D   |  |
| Common<br>Stock                      | 01/27/2011                              |   | S  | 10,000        | D      | \$<br>24.73    | 180,000  | D   |  |
| Common<br>Stock                      | 01/27/2011                              |   | M  | 10,000        | A      | \$<br>12.78    | 190,000  | D   |  |
| Common<br>Stock                      | 01/27/2011                              |   | S  | 10,000        | D      | \$<br>24.73    | 180,000  | D   |  |

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

### Edgar Filing: PRIEM WINDLE B - Form 4

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SEC 1474 (9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of onDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|---|---|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                  | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>Right To<br>Buy                  | \$ 15.35  | 01/27/2011                              |   | M                                       | 10,000  | 05/03/2008   | 05/03/2017         | Common<br>Stock   | 10,000                              |
| Stock<br>Option<br>Right To<br>Buy                  | \$ 12.78  | 01/27/2011                              |   | M                                       | 10,000  | 05/06/2010   | 05/06/2019         | Common<br>Stock   | 10,000                              |

# **Reporting Owners**

| Reporting Owner Name / Address | Kelationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
|                                |               |           |         |       |  |  |  |

PRIEM WINDLE B EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748

X

## **Signatures**

/s/Barbara E. Coluci, Attorney
In Fact

01/28/2011

\*\*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).

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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