EMC CORP Form 4 September 08, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Form filed by More than One Reporting

Person

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TUCCI JOSEPH M Issuer Symbol EMC CORP [EMC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner Other (specify X_ Officer (give title EMC CORPORATION, 176 SOUTH 09/06/2016 below) **STREET** Chairman, President and CEO (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

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Sec	curitie	s Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (Ownership Form: Direct (D) or Indirect	Beneficial) Ownership	
				·	(A) or		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/06/2016		Code V M	Amount 120,000 (1)	(D)	Price \$ 15.18	2,126,080	D	
Common Stock	09/06/2016		F	89,986 (2)	D	\$ 28.77	2,036,094	D	
Common Stock	09/06/2016		M	159,786 (1)	A	\$ 15.18	2,195,880	D	
Common Stock	09/06/2016		F	119,821 (2)	D	\$ 28.77	2,076,059	D	
Common Stock	09/06/2016		M	100,000 (1)	A	\$ 15.31	2,176,059	D	

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Common Stock	09/06/2016	F	75,228 (2)	D	\$ 28.77	2,100,831	D
Common Stock	09/06/2016	M	150,000 (1)	A	\$ 15.31	2,250,831	D
Common Stock	09/06/2016	F	112,842 (2)	D	\$ 28.77	2,137,989	D
Common Stock	09/06/2016	M	70,000 (1)	A	\$ 20.47	2,207,989	D
Common Stock	09/06/2016	F	59,307 (2)	D	\$ 28.77	2,148,682	D
Common Stock	09/06/2016	M	105,000 (1)	A	\$ 20.47	2,253,682	D
Common Stock	09/06/2016	F	88,961 (2)	D	\$ 28.77	2,164,721	D
Common Stock	09/06/2016	M	61,616 (1)	A	\$ 25.04	2,226,337	D
Common Stock	09/06/2016	F	57,387 (2)	D	\$ 28.77	2,168,950	D
Common Stock	09/06/2016	M	88,577 <u>(1)</u>	A	\$ 25.04	2,257,527	D
Common Stock	09/06/2016	F	82,497 (2)	D	\$ 28.77	2,175,030	D
Common Stock	09/06/2016	M	79,082 (1)	A	\$ 26.8	2,254,112	D
Common Stock	09/06/2016	F	76,215 <u>(2)</u>	D	\$ 28.77	2,177,897	D
Common Stock	09/06/2016	M	60,034 (1)	A	\$ 26.8	2,237,931	D
Common Stock	09/06/2016	F	57,858 (2)	D	\$ 28.77	2,180,073	D
Common Stock	09/06/2016	F	235,348 (3)	D	\$ 0	1,944,725	D
Common Stock	09/07/2016	D	1,944,725	D	\$ 0 (4)	0	D

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Stock Option Right To Buy	\$ 15.18	09/06/2016		M	120,0	000	08/20/2009 ⁽⁵⁾	08/20/2018	Common Stock	12
Stock Option Right To Buy	\$ 15.18	09/06/2016		M	159,7	786	08/20/2009(5)	08/20/2018	Common Stock	15
Stock Option Right To Buy	\$ 15.31	09/06/2016		M	100,0	000	08/04/2010(5)	08/04/2019	Common Stock	10
Stock Option Right To Buy	\$ 15.31	09/06/2016		M	150,0	000	08/04/2010(5)	08/04/2019	Common Stock	15
Stock Option Right To Buy	\$ 20.47	09/06/2016		M	70,0	000	08/03/2011 ⁽⁵⁾	08/03/2020	Common Stock	70
Stock Option Right To Buy	\$ 20.47	09/06/2016		M	105,0	000	08/03/2011 ⁽⁵⁾	08/03/2020	Common Stock	10
Stock Option Right To Buy	\$ 25.04	09/06/2016		M	61,6	516	08/03/2012 ⁽⁵⁾	08/03/2021	Common Stock	61
Stock Option Right To Buy	\$ 25.04	09/06/2016		M	88,5	77	08/03/2012 ⁽⁵⁾	08/03/2021	Common Stock	88
Stock Option Right To Buy	\$ 26.8	09/06/2016		M	79,0	082	08/08/2013(5)(6)	08/08/2022	Common Stock	79
·	\$ 26.8	09/06/2016		M	60,0	34	08/08/2013(5)(7)	08/08/2022		60

Stock Option Right To Buy Common Stock

Reporting Owners

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

HOPKINTON, MA 01748

Signatures

/s/Barbara E. Coluci, Attorney In Fact

09/08/2016

**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).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these (1) shares were acquired pursuant to the automatic net exercise of stock options occurring immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").
- (2) Consists of shares withheld by EMC to satisfy the applicable exercise price upon exercise of options and associated tax withholding obligations related to the automatic net exercise of options immediately prior to the Vesting Effective Time described in footnote 1 above.
- (3) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.
 - In connection with the Merger, at the effective time of the Merger, each outstanding share of EMC Corporation common stock
- (4) beneficially owned by the reporting person was automatically canceled and converted into the right to receive (i) \$24.05 in cash and (ii) 0.11146 of a share of Class V Common Stock of Dell Technologies Inc. (f/k/a Denali Holding Inc.).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these stock options were automatically net exercised immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").
- (6) In connection with the Merger, 19,770 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.
- (7) In connection with the Merger, 12,007 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

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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