

TUCCI JOSEPH M
Form 4
August 21, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
08/20/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/20/2009		M		114,500 A \$ 5.42	1,708,233	D
Common Stock	08/20/2009		S		114,500 D \$ 15.169	1,593,733	D
Common Stock	08/20/2009		S		79,300 D \$ 15.169	1,514,433	D
Common Stock	08/20/2009		F		20,876 (1) D \$ 0	1,493,557	D
Common Stock	08/21/2009		M		135,500 A \$ 5.42	1,629,057	D

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Common Stock	08/21/2009	S	135,300	D	\$ 15.15	1,493,757	D	
Common Stock	08/21/2009	S	200	D	\$ 15.17	1,493,557	D	
Common Stock	08/20/2009	S	4,033	D	\$ 15.169	823,464	I	GRAT

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 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Number of Shares)
Stock Option Right To Buy	\$ 5.42	08/20/2009		M	114,500		10/25/2003	10/25/2012	Common Stock	114,500
Stock Option Right To Buy	\$ 5.42	08/21/2009		M	135,500		10/25/2003	10/25/2012	Common Stock	135,500

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

08/21/2009

__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) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.

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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