

ELIAS HOWARD D
Form 4
August 10, 2012

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 *
ELIAS HOWARD D

2. Issuer Name and Ticker or Trading Symbol
EMC CORP [EMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

EMC CORPORATION, 176 SOUTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres & COO II & Cloud Services

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HOPKINTON, MA 01748

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/08/2012		A		60,896 (1)	A	\$ 0 717,733 D
Common Stock	08/08/2012		A		40,598 (2)	A	\$ 0 758,331 D

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

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(9-02)

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one-quarter will vest on February 1, 2016 and one-quarter will vest on February 1, 2017.

- (4) 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.

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.

Relationships Director 10% Owner Officer Other GREENBERG ROBERT

228 MANHATTAN BEACH BLVD.

MANHATTAN BEACH, CA 90266 X X Chief Executive Officer GREENBERG M SUSAN

228 MANHATTAN BEACH BLVD.

MANHATTAN BEACH, CA 90266 X GREENBERG FAMILY TRUST

228 MANHATTAN BEACH BLVD.

MANHATTAN BEACH, CA 90266 X

Signatures

Robert Greenberg 12/22/2009

__Signature of Reporting Person

Date

M. Susan Greenberg 12/22/2009

__Signature of Reporting Person

Date

Robert Greenberg; M. Susan Greenberg 12/22/2009

__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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at

- (2) any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.

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