

Data Domain, Inc.
Form 4
July 23, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EMC CORP

(Last) (First) (Middle)

176 SOUTH STREET

(Street)

HOPKINTON, MA 01748

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Data Domain, Inc. [DDUP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	07/22/2009		P		5,521,350 (3)	A	\$ 33.5
					61,803,443 (1) (2) (4) (6)	I	

See
Footnote
(5)

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

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SEC 1474
(9-02)

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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EMC CORP 176 SOUTH STREET HOPKINTON, MA 01748	X

Signatures

/s/ Paul T. Dacier, Executive Vice President and General Counsel

07/23/2009

__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).

On July 8, 2009, EMC Corporation, a Massachusetts corporation ("EMC"), Envoy Merger Corporation, a Delaware corporation ("Purchaser") and a wholly owned subsidiary of EMC and Data Domain, Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). As previously announced and as contemplated by the terms of the Merger Agreement, Purchaser commenced, on June 2, 2009, a cash tender offer (the "Offer") to purchase all outstanding shares (the "Shares") of common stock, par value \$0.0001 per Share, of the Company, at a price of \$33.50 per Share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated June 2, 2009, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission (the "SEC") on June 2, 2009.

The initial offering period expired at 12:00 midnight, New York City time, on Friday, July 17, 2009. An aggregate of 50,947,657 Shares were validly tendered and not withdrawn (not including certain shares tendered under guaranteed delivery procedures) in the initial offering period. On July 20, 2009, Purchaser accepted for payment all validly tendered and not withdrawn Shares. Also on July 20, 2009,

(2) EMC and Purchaser commenced a subsequent offering period (the "Subsequent Offering Period"), which expired at 12:00 midnight, New York City time, on Wednesday, July 22, 2009. Prior to the commencement of the Offer, on May 29, 2009 and June 1, 2009, Woodland Street Partners, Inc., a Delaware corporation ("Woodland") and a wholly owned subsidiary of EMC, acquired 2,534,697 Shares through ordinary brokerage transactions at prevailing market prices. On July 23, 2009, Woodland transferred the Shares owned by it to Purchaser.

(3) Shares acquired by Purchaser during the Subsequent Offering Period.

(4) Includes Shares acquired by Purchaser during the Subsequent Offering Period.

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Purchaser was a direct, wholly owned subsidiary of EMC and was the owner of the Shares purchased in the Offer. On July 23, 2009, Woodland, a direct, wholly owned subsidiary of EMC, transferred to Purchaser the 2,534,697 Shares Woodland acquired through ordinary brokerage transactions at prevailing market prices prior to the commencement of the Offer. Following Purchaser's acceptance for

(5) payment of Shares during the Subsequent Offering Period, pursuant to the terms of the Merger Agreement, on July 23, 2009 Purchaser merged with and into the Company (the "Merger") and each share of common stock, par value \$0.01 per share, of Purchaser that was issued and outstanding immediately prior to the Merger was converted into one share of common stock, par value \$0.01 per share, of the Company, as the surviving corporation. As a result of the Merger, Purchaser's corporate existence ceased.

- (6) On July 23, 2009, the Company filed a Form 15 with the SEC to terminate the registration of its common stock under Section 12 of the Securities Exchange Act of 1934, as amended.

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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