

EMC CORP  
Form 4  
May 31, 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 \*  
**BURTON JEREMY**

(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)  
**05/29/2012**

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)  
**EVP & Chief Marketing Officer**

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	(D)	Price
Common Stock	05/29/2012		S		37,319	D	\$ 24.33
Common Stock	05/29/2012		M		40,000	A	\$ 19.55
Common Stock	05/29/2012		S		40,000	D	\$ 24.3354
Common Stock	05/29/2012		M		4,500	A	\$ 20.47
Common Stock	05/29/2012		S		4,500	D	\$ 24.3354
							380,962
							420,962
							380,962
							385,462
							380,962

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Common Stock	05/29/2012	M	2,400	A	\$ 20.47	383,362	D
Common Stock	05/29/2012	S	2,400	D	\$ 24.3354	380,962	D

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right To Buy	\$ 19.55	05/29/2012		M	40,000	04/28/2011 04/28/2020	Common Stock	40,000	
Stock Option Right To Buy	\$ 20.47	05/29/2012		M	4,500	08/03/2011 08/03/2020	Common Stock	4,500	
Stock Option Right To Buy	\$ 20.47	05/29/2012		M	2,400	08/03/2011 08/03/2020	Common Stock	2,400	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURTON JEREMY EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748			EVP & Chief Marketing Officer	

## Signatures

/s/Barbara E. Coluci, Attorney  
In Fact

05/31/2012

\_\_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.

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