

EMC CORP

Form 4

October 27, 2014

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

OMB
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(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)
10/23/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Prod & Marketing

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	10/23/2014		M		20,000	A	\$ 19.55	630,002	D
Common Stock	10/23/2014		S		20,000	D	\$ 27.407	610,002	D
Common Stock	10/23/2014		M		7,200	A	\$ 20.47	617,202	D
Common Stock	10/23/2014		S		7,200	D	\$ 27.407	610,002	D
Common Stock	10/23/2014		M		9,000	A	\$ 20.47	619,002	D

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Common Stock	10/23/2014	S	9,000	D	\$ 27.407	610,002	D
Common Stock	10/23/2014	M	11,484	A	\$ 25.04	621,486	D
Common Stock	10/23/2014	S	11,484	D	\$ 27.407	610,002	D
Common Stock	10/23/2014	S	27,058	D	\$ 27.37	582,944	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	10/23/2014		M	20,000	04/28/2011 04/28/2020	Common Stock	20,000	
Stock Option Right To Buy	\$ 20.47	10/23/2014		M	9,000	08/03/2011 08/03/2020	Common Stock	9,000	
Stock Option Right To Buy	\$ 20.47	10/23/2014		M	7,200	08/03/2011 08/03/2020	Common Stock	7,200	
Stock Option Right To Buy	\$ 25.04	10/23/2014		M	11,484	08/03/2012 08/03/2021	Common Stock	11,484	

Reporting Owners

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

Signatures

/s/Barbara E. Coluci, Attorney In Fact	10/27/2014
<u> </u> **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) Reflects forfeiture of 998 performance based options.

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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