Edgar Filing: GOULDEN DAVID I - Form 4

| GOULDEN Form 4 | | | | | | | | | | | |
|--|--|---|---|----------------------------|---------------|---|---|---|------------------|---------------------------|--|
| August 13, 2 FORN Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont | ugust 13, 2009FORM 4Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See InstructionUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 | | | | | | Number:3235-0287Number:January 31Expires:2005Estimated averageburden hours perresponse0.5 | | | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u></u> GOULDEN DAVID I | | | 2. Issuer Name and Ticker or Trading Symbol EMC CORP [EMC] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) EMC CORF STREET | (First) (N PORATION, 176 | | (Month/E | • | ransaction | | | Director X Officer (give below) | |) Owner er (specify | |
| HOPKINTC | (Street) DN, MA 01748 | | | ndment, Da nth/Day/Year | - | l | | 6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person | one Reporting Pe | rson | |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative (| Securi | ties Acqu | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | | BeneficiallyForOwned(D)FollowingIndReported(In:Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Common | 08/13/2009 | | | Code V M | Amount 33,333 | (D) A | Price \$ 7.7 | (Instr. 3 and 4) 780,442 | D | | |
| Stock Common Stock | 08/13/2009 | | | S | 33,333 | D | \$ 15.25 | 747,109 | D | | |
| Common Stock | 08/13/2009 | | | S | 24,000 | D | \$ 15.25 | 723,109 | D | | |

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

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number.

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. Transactio Code (Instr. 8) | 5. Number of actionDerivative Securities 8) 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 | \$ 7.7 | 08/13/2009 | | М | | 33,333 | 07/24/2003 | 07/24/2012 | Common Stock | 33,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GOULDEN DAVID I EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748 | | | EVP & CFO | | | | |
| Signatures | | | | | | | |
| /s/ Jacquelyn A. Connelly, Atto In Fact | rney | 08/ | 13/2009 | | | | |
| **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).

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.