IOMEGA CORP
Form 4
June 11, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMC CORP

(Last) (First) (Middle)

176 SOUTH STREET

(Street)

HOPKINTON, MA 01748-9103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
IOMEGA CORP [IOM]

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2008

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 $0.03-1/3 per share	06/09/2008		P		51,375,832 (1) (2) (3) (4)	A	$ 3.85	96,912,671	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)

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 Owne 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 01748-9103		X		

Signatures

/s/ Paul T. Dacier, Executive Vice President and General Counsel	06/11/2008
**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) In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 8, 2008, by and among EMC Corporation, a Massachusetts corporation ("EMC"), Emerge Merger Corporation, a Delaware corporation and a wholly owned subsidiary of EMC ("Purchaser"), and Iomega Corporation, a Delaware corporation (the "Company"), on April 24, 2008, Purchaser commenced a cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value $0.03-1/3 per share, of the Company (the "Shares") at a price of $3.85 per share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated April 24, 2008, 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 April 24, 2008.

(2) Following the completion of the Offer and in accordance with the Merger Agreement, on June 9, 2008, Purchaser exercised its option to purchase directly from the Company 42,046,099 Shares at a price of $3.85 per Share.

(3) Pursuant to the terms of the Merger Agreement, on June 9, 2008, 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 the Company, as the surviving corporation. As a result, Purchaser may be deemed to have purchased 9,329,733 Shares in connection the consummation of the Merger.

(4) On June 11, 2008, 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.

(5) Purchaser was a direct, wholly owned subsidiary of EMC and was the registered owner of these securities. As a result of the Merger, Purchaser's corporate existence ceased.

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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