

TEUBER WILLIAM J JR  
Form 4  
January 28, 2011

**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 \*  
TEUBER WILLIAM J JR

(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)  
01/27/2011

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)  
Vice Chairman

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  | (A) or (D)   | Price   |
| Common Stock                    | 01/27/2011                           |  | M                              |   | 99,404  | A  | \$ 12.85  |
|                                 |                                      |  |                                |   |   |  | 817,154 <sup>(1)</sup>                                |
| Common Stock                    | 01/27/2011                           |  | S                              |   | 99,404  | D  | \$ 24.9211  |
|                                 |                                      |  |                                |   |   |  | 717,750   |
| Common Stock                    | 01/27/2011                           |  | M                              |   | 128,366   | A  | \$ 13.18  |
|                                 |                                      |  |                                |   |   |  | 846,116   |
| Common Stock                    | 01/27/2011                           |  | S                              |   | 120,779   | D  | \$ 24.9211  |
|                                 |                                      |  |                                |   |   |  | 725,337   |
| Common Stock                    |                                      |  |                                |   |   |  | 100,000   |
|                                 |                                      |  |                                |   |   | I  | By GRAT   |

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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 Number of Shares                                 |
| Stock Option Right To Buy                  | \$ 12.85   | 01/27/2011                           |  | M                              | 99,404  | 10/28/2005 10/28/2014                                    | Common Stock 99,404   |
| Stock Option Right To Buy                  | \$ 13.18   | 01/27/2011                           |  | M                              | 128,366   | 10/23/2004 10/23/2013                                    | Common Stock 128,366  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| TEUBER WILLIAM J JR<br>EMC CORPORATION<br>176 SOUTH STREET<br>HOPKINTON, MA 01748 |               |           | Vice Chairman |       |

## Signatures

/s/Barbara E. Coluci, Attorney  
In Fact 01/28/2011

\_\_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) Includes 385 shares acquired under the EMC Corporation 1989 Employee Stock Purchase Plan in December 2010.

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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