

EMC CORP

Form 4

September 08, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOULDEN DAVID I

(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)
09/06/2016

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)

CEO, EMCII

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)
Common Stock	09/06/2016		M	(A) or (D) Amount (1) 46,977	Price \$ 19.11	929,975	D
Common Stock	09/06/2016		F	(2) 38,626	\$ 28.77	891,349	D
Common Stock	09/06/2016		M	(1) 32,000	\$ 19.11	923,349	D
Common Stock	09/06/2016		F	(2) 26,311	\$ 28.77	897,038	D
Common Stock	09/06/2016		M	(1) 42,609	\$ 15.18	939,647	D

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Common Stock	09/06/2016	F	31,952 (2)	D	\$ 28.77	907,695	D
Common Stock	09/06/2016	M	32,000 (1)	A	\$ 15.18	939,695	D
Common Stock	09/06/2016	F	23,997 (2)	D	\$ 28.77	915,698	D
Common Stock	09/06/2016	M	28,000 (1)	A	\$ 15.31	943,698	D
Common Stock	09/06/2016	F	21,064 (2)	D	\$ 28.77	922,634	D
Common Stock	09/06/2016	M	42,000 (1)	A	\$ 15.31	964,634	D
Common Stock	09/06/2016	F	31,596 (2)	D	\$ 28.77	933,038	D
Common Stock	09/06/2016	M	24,000 (1)	A	\$ 20.47	957,038	D
Common Stock	09/06/2016	F	20,334 (2)	D	\$ 28.77	936,704	D
Common Stock	09/06/2016	M	36,000 (1)	A	\$ 20.47	972,704	D
Common Stock	09/06/2016	F	30,501 (2)	D	\$ 28.77	942,203	D
Common Stock	09/06/2016	M	20,539 (1)	A	\$ 25.04	962,742	D
Common Stock	09/06/2016	F	19,130 (2)	D	\$ 28.77	943,612	D
Common Stock	09/06/2016	M	29,525 (1)	A	\$ 25.04	973,137	D
Common Stock	09/06/2016	F	27,499 (2)	D	\$ 28.77	945,638	D
Common Stock	09/06/2016	M	40,216 (1)	A	\$ 26.8	985,854	D
Common Stock	09/06/2016	F	38,758 (2)	D	\$ 28.77	947,096	D
Common Stock	09/06/2016	M	30,530 (1)	A	\$ 26.8	977,626	D
Common Stock	09/06/2016	F	29,424 (2)	D	\$ 28.77	948,202	D
Common Stock	09/06/2016	D	245,674	D	\$ 0 (3)	702,528	D
	09/06/2016	F		D	\$ 0	582,772	D

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Common Stock				119,756 <u>(4)</u>			
Common Stock	09/07/2016	D	582,772	D	\$ 0 <u>(5)</u>	0	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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option Right To Buy	\$ 19.11	09/06/2016		M	46,977	11/28/2008 ⁽⁶⁾ 11/28/2017	Common Stock	46,977
Stock Option Right To Buy	\$ 19.11	09/06/2016		M	32,000	11/28/2008 ⁽⁶⁾ 11/28/2017	Common Stock	32,000
Stock Option Right To Buy	\$ 15.18	09/06/2016		M	42,609	08/20/2009 ⁽⁶⁾ 08/20/2018	Common Stock	42,609
Stock Option Right To Buy	\$ 15.18	09/06/2016		M	32,000	08/20/2009 ⁽⁶⁾ 08/20/2018	Common Stock	32,000
Stock Option Right To Buy	\$ 15.31	09/06/2016		M	28,000	08/04/2010 ⁽⁶⁾ 08/04/2019	Common Stock	28,000
Stock Option	\$ 15.31	09/06/2016		M	42,000	08/04/2010 ⁽⁶⁾ 08/04/2019	Common Stock	42,000

Right To
Buy

Stock Option Right To Buy	\$ 20.47	09/06/2016	M	24,000	08/03/2011 ⁽⁶⁾	08/03/2020	Common Stock	24,000
Stock Option Right To Buy	\$ 20.47	09/06/2016	M	36,000	08/03/2011 ⁽⁶⁾	08/03/2020	Common Stock	36,000
Stock Option Right To Buy	\$ 25.04	09/06/2016	M	20,539	08/03/2012 ⁽⁶⁾	08/03/2021	Common Stock	20,539
Stock Option Right To Buy	\$ 25.04	09/06/2016	M	29,525	08/03/2012 ⁽⁶⁾	08/03/2021	Common Stock	29,525
Stock Option Right To Buy	\$ 26.8	09/06/2016	M	40,216	08/08/2013 ⁽⁶⁾⁽⁷⁾	08/08/2022	Common Stock	40,216
Stock Option Right To Buy	\$ 26.8	09/06/2016	M	30,530	08/08/2013 ⁽⁶⁾⁽⁸⁾	08/08/2022	Common Stock	30,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOULDEN DAVID I EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748			CEO, EMCII	

Signatures

/s/Barbara E. Coluci, Attorney
In Fact
09/08/2016

**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)

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In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these shares were acquired pursuant to the automatic net exercise of stock options occurring immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").

- (2) Consists of shares withheld by EMC to satisfy the applicable exercise price upon exercise of options and associated tax withholding obligations related to the automatic net exercise of options immediately prior to the Vesting Effective Time described in footnote 1 above.

In connection with the Merger, these restricted stock units (the "EMC RSUs") were cancelled in exchange for a deferred cash award (the "Deferred Cash Award") and options (the "Rollover Options") to purchase shares of Class C common stock of Denali Holding Inc. (the "Class C Shares"). Each Deferred Cash Award has a cash value equal to the closing price of a share of EMC common stock on the last trading day prior to the Closing. The Deferred Cash Awards maintain the existing time-based vesting schedule that applied to the cancelled EMC RSUs, with any performance-vesting condition deemed satisfied at the target level of performance at the Closing. The Rollover Options will be granted as soon as practicable following the closing of the Merger, and will have a three-year term and a per share exercise price equal to the fair market value of a Class C Share on the date of grant. Each Rollover Option will vest and become exercisable on the same schedule as the Deferred Cash Award to which it relates.

- (4) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.

In connection with the Merger, at the effective time of the Merger, each outstanding share of EMC Corporation common stock

- (5) beneficially owned by the reporting person was automatically canceled and converted into the right to receive (i) \$24.05 in cash and (ii) 0.11146 of a share of Class V Common Stock of Dell Technologies Inc. (f/k/a Denali Holding Inc.).

In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these

- (6) stock options were automatically net exercised immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").

- (7) In connection with the Merger, 10,054 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

- (8) In connection with the Merger, 6,106 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

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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