

EMC CORP  
Form 4  
September 08, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
You Harry L.

(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)

EVP, Office of the 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 or Price		
Common Stock	09/06/2016		M		3,350 <sup>(1)</sup> A \$ 20.47	D	
Common Stock	09/06/2016		F		2,839 <sup>(2)</sup> D \$ 28.77	D	
Common Stock	09/06/2016		M		13,693 <sup>(1)</sup> A \$ 25.04	D	
Common Stock	09/06/2016		F		12,753 <sup>(2)</sup> D \$ 28.77	D	
Common Stock	09/06/2016		M		19,684 <sup>(1)</sup> A \$ 25.04	D	

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Common Stock	09/06/2016	F	18,333 (2)	D	\$ 28.77	217,388	D	
Common Stock	09/06/2016	M	11,171 (1)	A	\$ 26.8	228,559	D	
Common Stock	09/06/2016	F	10,766 (2)	D	\$ 28.77	217,793	D	
Common Stock	09/06/2016	M	8,481 (1)	A	\$ 26.8	226,274	D	
Common Stock	09/06/2016	F	8,174 (2)	D	\$ 28.77	218,100	D	
Common Stock	09/06/2016	M	6,650 (1)	A	\$ 27.01	224,750	D	
Common Stock	09/06/2016	F	6,435 (2)	D	\$ 28.77	218,315	D	
Common Stock	09/06/2016	M	5,049 (1)	A	\$ 27.01	223,364	D	
Common Stock	09/06/2016	F	4,886 (2)	D	\$ 28.77	218,478	D	
Common Stock	09/06/2016	F	58,840 (3)	D	\$ 0	159,638	D	
Common Stock	09/07/2016	D	159,638	D	\$ 0 (4)	0	D	
Common Stock	09/07/2016	D	78,000	D	\$ 0 (4)	0	I	By Trust

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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares

Stock Option Right To Buy	\$ 20.47	09/06/2016	M	3,350	08/03/2011 <sup>(5)</sup>	08/03/2020	Common Stock	3,3
Stock Option Right To Buy	\$ 25.04	09/06/2016	M	13,693	08/03/2012 <sup>(5)</sup>	08/03/2021	Common Stock	13,6
Stock Option Right To Buy	\$ 25.04	09/06/2016	M	19,684	08/03/2012 <sup>(5)</sup>	08/03/2021	Common Stock	19,6
Stock Option Right To Buy	\$ 26.8	09/06/2016	M	11,171	08/08/2013 <sup>(5)(6)</sup>	08/08/2022	Common Stock	11,1
Stock Option Right To Buy	\$ 26.8	09/06/2016	M	8,481	08/08/2013 <sup>(5)(7)</sup>	08/08/2022	Common Stock	8,4
Stock Option Right To Buy	\$ 27.01	09/06/2016	M	6,650	08/09/2013 <sup>(5)(8)</sup>	08/09/2022	Common Stock	6,6
Stock Option Right To Buy	\$ 27.01	09/06/2016	M	5,049	08/09/2013 <sup>(5)(9)</sup>	08/09/2022	Common Stock	5,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
You Harry L. EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748			EVP, Office of the Chairman	

## 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) 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.

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

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

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

(6) In connection with the Merger, 2,792 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

(7) In connection with the Merger, 1,697 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

(8) In connection with the Merger, 1,662 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.

(9) In connection with the Merger, 1,010 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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