

EMC CORP

Form 4

February 07, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELIAS HOWARD D

(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)

02/05/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President & COO, Glob Ent Srvs

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 Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common Stock | 02/05/2014 | | F | 8,414 ⁽¹⁾ | D \$ 0 735,152 | D | |
| Common Stock | 02/05/2014 | | D | 7,418 ⁽²⁾ | D \$ 0 727,734 | D | |
| Common Stock | 02/05/2014 | | A | 125,629 ⁽³⁾ | A \$ 0 853,363 | D | |
| Common Stock | 02/05/2014 | | A | 83,753 ⁽⁴⁾ | A \$ 0 937,116 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| | | | | 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 |
| ELIAS HOWARD D EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748 | President & COO, Glob Ent Srvs |

Signatures

/s/Barbara E. Coluci, Attorney
In Fact 02/07/2014

__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) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.
- (2) Forfeiture of a portion of the performance based restricted stock units previously awarded on August 8, 2012.

Target number of performance restricted stock units granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to forfeiture upon certain events. The performance restricted stock units will vest only in the event that certain three-year cumulative performance targets approved by the Leadership and Compensation Committee (the "Committee") have been met for the calendar years 2014 through 2016. Depending on the level of achievement for each of the performance metrics, a maximum of 200% of the target number of restricted stock units may vest. If a threshold level of the performance targets is not achieved, the restricted stock units will be forfeited. The Committee expects to determine the extent to which the performance targets have been met in 2017, and applicable number of units will vest immediately upon such determination.

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- (4) Restricted stock units granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to forfeiture upon certain events. The restricted stock units will vest ratably over three years beginning one year from the date of grant.

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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