

Krakauer Mary L
Form 4
August 10, 2012

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 *
Krakauer Mary 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)
08/08/2012

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, Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/08/2012		A		43,769 (1)	A	\$ 0 190,716 D
Common Stock	08/08/2012		A		29,180 (2)	A	\$ 0 219,896 D
Common Stock	08/08/2012		A		149,254 (3)	A	\$ 0 369,150 D

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

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- 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 a three-year cumulative performance target approved by the Leadership and Compensation Committee (the "Committee") has been met. The Committee expects to determine whether the performance target has been met, in full or in part, in 2016. If such target is met, one-half of the performance restricted stock units will vest in 2016 and one-half will vest on February 1, 2017.
- (3)
- Options granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to certain restrictions on transfer and are subject to forfeiture upon certain events. The options will vest only in the event that 2013 performance targets approved by the Board of Directors are met. If such targets are met, one-quarter of the options will vest in 2014, one-quarter will vest on February 1, 2015, one-quarter will vest on February 1, 2016 and one-quarter will vest on February 1, 2017.
- (4)
- Options granted under the Amended and Restated EMC Corporation 2003 Stock Plan, which are subject to certain restrictions on transfer and are subject to forfeiture upon certain events. The options will vest ratably over five years beginning one year from the date of grant.
- (5)

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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