

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

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2005  
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burden hours per  
response... 0.5

(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)  
**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  
☒ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Executive Officer, 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/05/2014                              |                                                             | F                                       | Amount<br><u>11,833</u><br>(1)                                          | (A)<br>or<br>(D) \$ 0 777,742                                                                                      | D                                                                    |                                         |
| Common<br>Stock                       | 02/05/2014                              |                                                             | D                                       | <u>10,431</u><br>(2)                                                    | D \$ 0 767,311                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 02/05/2014                              |                                                             | A                                       | <u>201,006</u><br>(3)                                                   | A \$ 0 968,317                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 02/05/2014                              |                                                             | A                                       | <u>134,004</u><br>(4)                                                   | A \$ 0 1,102,321                                                                                                   | 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.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                                      |       |
|-------------------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                              | Other |
| GOULDEN DAVID I<br>EMC CORPORATION<br>176 SOUTH STREET<br>HOPKINTON, MA 01748 |               |           | Chief<br>Executive<br>Officer, EMCII |       |

## 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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