

You Harry L.
Form 4
April 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
You Harry L.

2. Issuer Name and Ticker or Trading Symbol
EMC CORP [EMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2012

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

EVP, Office of the Chairman

EMC CORPORATION, 176 SOUTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOPKINTON, MA 01748

(City) (State) (Zip)

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	(D)	Price
Common Stock	04/23/2012		M		45,424	A	\$ 15.54
Common Stock	04/23/2012		S		33,912	D	\$ 27.6557
Common Stock	04/23/2012		M		4,660	A	\$ 15.18
Common Stock	04/23/2012		S		3,444	D	\$ 27.6557
Common Stock	04/23/2012		M		8,000	A	\$ 11.6

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Common Stock	04/23/2012	S	5,310	D	\$ 27.6557	331,610	D
Common Stock	04/23/2012	M	9,000	A	\$ 15.31	340,610	D
Common Stock	04/23/2012	S	6,675	D	\$ 27.6557	333,935	D
Common Stock	04/23/2012	M	3,350	A	\$ 20.47	337,285	D
Common Stock	04/23/2012	S	2,848	D	\$ 27.6557	334,437	D
Common Stock	04/23/2012	M	6,281	A	\$ 20.47	340,718	D
Common Stock	04/23/2012	S	5,339	D	\$ 27.6557	335,379	D

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

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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 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right To Buy	\$ 15.54	04/23/2012		M		45,424	02/28/2009	02/28/2018	Common Stock	45,424
Stock Option Right To Buy	\$ 15.18	04/23/2012		M		4,660	08/20/2009	08/20/2018	Common Stock	4,660
Stock Option Right To Buy	\$ 11.6	04/23/2012		M		8,000	01/28/2010	01/28/2019	Common Stock	8,000

Buy									
Stock									
Option	\$ 15.31	04/23/2012	M	9,000	08/04/2010	08/04/2019	Common	9,000	
Right To							Stock		
Buy									
Stock									
Option	\$ 20.47	04/23/2012	M	3,350	08/03/2011	08/03/2020	Common	3,350	
Right To							Stock		
Buy									
Stock									
Option	\$ 20.47	04/23/2012	M	6,281	08/03/2011	08/03/2020	Common	6,281	
Right To							Stock		
Buy									

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	04/25/2012
**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).

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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