

EMC CORP
Form 3
September 25, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â COVIELLO ARTHUR W JR | | (Month/Day/Year) | EMC CORP [EMC] | |
| (Last) | (First) | (Middle) | 09/15/2006 | |
| EMC CORPORATION,Â 176 SOUTH STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| HOPKINTON,Â MAÂ 01748 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & President, RSA | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|---------------------------|------------------|--------------|---------|---------|---|---|
| Stock Option Right To Buy ⁽¹⁾ | 09/15/2006 ⁽²⁾ | Â ⁽³⁾ | Common Stock | 119,966 | \$ 1.67 | D | Â |
| Stock Option Right To Buy ⁽¹⁾ | 09/15/2006 ⁽²⁾ | Â ⁽⁴⁾ | Common Stock | 327,157 | \$ 5.42 | D | Â |
| Stock Option Right To Buy ⁽¹⁾ | 09/15/2006 ⁽²⁾ | Â ⁽⁵⁾ | Common Stock | 340,785 | \$ 7.65 | D | Â |
| Stock Option Right To Buy ⁽¹⁾ | 09/15/2006 ⁽²⁾ | 12/09/2012 | Common Stock | 242,340 | \$ 5.02 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COVIELLO ARTHUR W JR EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748 | Â | Â | Â EVP & President, RSA | Â |

Signatures

/s/ Barbara D. Smith, Attorney
In Fact

09/25/2006

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Formerly options to acquire shares of common stock of RSA Security Inc. ("RSA") held by the reporting Person. In connection with the
- (1) closing of the acquisition (the "Acquisition") of RSA by EMC Corporation ("EMC") on September 15, 2006, each outstanding option to acquire RSA common stock was converted into an option to acquire 2.423 shares of EMC Common stock.
 - (2) These options were either fully vested and exercisable prior to the closing of the Acquisition or became fully vested and exercisable in connection with such closing.
 - (3) 14,545 options expire on 4/22/09. 14,545 options expire on 4/22/10. 45,438 options expire on 1/22/09. 45,438 options expire on 1/22/10. 36,350 options expire on 2/18/12. 36,350 options expire on 2/11/11. 36,351 options expire on 8/18/11. 36,351 options expire on 5/18/12.
 - (4) 36,351 options expire on 8/18/12. 36,351 options expire on 11/18/12. 36,351 options expire on 11/18/10. 36,351 options expire on 11/18/11. 36,351 options expire on 5/18/11.
 - (5) 37,865 options expire on each of the following dates: 9/28/10, 12/28/10, 3/28/11, 6/28/11, 9/28/11, 12/28/11, 3/28/12, 6/28/12, and 9/28/12.

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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