GOULDEN DAVID I

Form 4

October 22, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GOULDEN DAVID I

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EMC CORP [EMC]

3. Date of Earliest Transaction

(Month/Day/Year)

EMC CORPORATION, 176 SOUTH 10/20/2010 **STREET**

(Middle)

Director 10% Owner X_ Officer (give title Other (specify

below) **EVP & CFO**

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOPKINTON, MA 01748

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | Securit | ies Acq | quired, Disposed o | of, or Beneficial | lly Owned |
|---------------------|---|-------------------------|---|----------------------------|------------------|---------------------------------------|--------------------------------------|---------------------------------------|-----------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | 3. 4. Securities Acquired Transaction(A) or Disposed of | | | | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (D) (Instr. 3, 4 and 5) | | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 10/20/2010 | | M | 39,518 | A | \$ 7.7 | 697,898 | D | |
| Common Stock | 10/20/2010 | | S | 39,518 (2) | D | \$ 21 | 658,380 | D | |
| Common Stock | 10/20/2010 | | S | 18,931 | D | \$ 21 | 639,449 | D | |

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

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number.

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. Transactic Code (Instr. 8) | TransactionDerivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---------------------------------------|---------------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option Right To | \$ 7.7 | 10/20/2010 | | M | | 39,518 (1) | 07/24/2003 | 07/24/2012 | Common Stock | 39,518 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

GOULDEN DAVID I EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748

EVP & CFO

Signatures

/s/Barbara E. Coluci - Attorney
In Fact

10/22/2010

**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) Includes the exercise of 30,519 options pursuant to a domestic relations order.
- (2) Includes the sale of 30,519 shares pursuant to a domestic relations order.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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