EMC CORP Form 4 September 08, 2016

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * Scannell William F

2. Issuer Name and Ticker or Trading Symbol

EMC CORP [EMC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

EMC CORPORATION, 176 SOUTH 09/06/2016 **STREET**

(Ctata)

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

(7:m)

_X__ Officer (give title below) President, Global Sales/Cust Op

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Applicable Line)

Director

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

Person

Issuer

HOPKINTON, MA 01748

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/06/2016		M	5,600 (1)	A	\$ 15.18	525,538	D	
Common Stock	09/06/2016		F	4,200 (2)			521,338	D	
Common Stock	09/06/2016		M	5,200 (1)	A	\$ 15.31	526,538	D	
Common Stock	09/06/2016		F	3,912 (2)	D	\$ 28.77	522,626	D	
Common Stock	09/06/2016		M	9,750 (1)	A	\$ 15.31	532,376	D	

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Common Stock	09/06/2016	F	7,335 (2)	D	\$ 28.77	525,041	D
Common Stock	09/06/2016	M	8,804 (1)	A	\$ 20.47	533,845	D
Common Stock	09/06/2016	F	7,460 (2)	D	\$ 28.77	526,385	D
Common Stock	09/06/2016	M	16,506 (1)	A	\$ 20.47	542,891	D
Common Stock	09/06/2016	F	13,985 (2)	D	\$ 28.77	528,906	D
Common Stock	09/06/2016	M	20,539 (1)	A	\$ 25.04	549,445	D
Common Stock	09/06/2016	F	19,130 (2)	D	\$ 28.77	530,315	D
Common Stock	09/06/2016	M	29,525 (1)	A	\$ 25.04	559,840	D
Common Stock	09/06/2016	F	27,499 (2)	D	\$ 28.77	532,341	D
Common Stock	09/06/2016	M	28,598 (1)	A	\$ 26.8	560,939	D
Common Stock	09/06/2016	F	27,562 (2)	D	\$ 28.77	533,377	D
Common Stock	09/06/2016	M	21,710 (1)	A	\$ 26.8	555,087	D
Common Stock	09/06/2016	F	20,923 (2)	D	\$ 28.77	534,164	D
Common Stock	09/06/2016	D	193,659	D	\$ 0 (3)	340,505	D
Common Stock	09/06/2016	F	91,248 (4)	D	\$ 0	249,257	D
Common Stock	09/07/2016	D	249,257	D	\$ 0 (5)	0	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)

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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)	Code	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option Right To Buy	\$ 15.18	09/06/2016		M	5,600	08/20/2009(6)	08/20/2018	Common Stock	5,6
Stock Option Right To Buy	\$ 15.31	09/06/2016		M	5,200	08/04/2010 <u>(6)</u>	08/04/2019	Common Stock	5,2
Stock Option Right To Buy	\$ 15.31	09/06/2016		M	9,750	08/04/2010 <u>(6)</u>	08/04/2019	Common Stock	9,7
Stock Option Right To Buy	\$ 20.47	09/06/2016		M	8,804	08/03/2011 <u>(6)</u>	08/03/2020	Common Stock	8,8
Stock Option Right To Buy	\$ 20.47	09/06/2016		M	16,506	08/03/2011 <u>(6)</u>	08/03/2020	Common Stock	16,5
Stock Option Right To Buy	\$ 25.04	09/06/2016		M	20,539	08/03/2012 <u>(6)</u>	08/03/2021	Common Stock	20,5
Stock Option Right To Buy	\$ 25.04	09/06/2016		M	29,525	08/03/2012 <u>(6)</u>	08/03/2021	Common Stock	29,5
Stock Option Right To Buy	\$ 26.8	09/06/2016		M	28,598	08/08/2013(6)(7)	08/08/2022	Common Stock	28,5
Stock Option Right To Buy	\$ 26.8	09/06/2016		M	21,710	08/08/2013(6)(8)	08/08/2022	Common Stock	21,7

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Scannell William F

EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748 President, Global Sales/Cust Op

Signatures

/s/Barbara E. Coluci, Attorney In Fact

09/08/2016

**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).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these (1) shares were acquired pursuant to the automatic net exercise of stock options occurring immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").
- (2) Consists of shares withheld by EMC to satisfy the applicable exercise price upon exercise of options and associated tax withholding obligations related to the automatic net exercise of options immediately prior to the Vesting Effective Time described in footnote 1 above.
 - In connection with the Merger, these restricted stock units (the "EMC RSUs") were cancelled in exchange for a deferred cash award (the "Deferred Cash Award") and options (the "Rollover Options") to purchase shares of Class C common stock of Denali Holding Inc. (the "Class C Shares"). Each Deferred Cash Award has a cash value equal to the closing price of a share of EMC common stock on the last
- trading day prior to the Closing. The Deferred Cash Awards maintain the existing time-based vesting schedule that applied to the cancelled EMC RSUs, with any performance-vesting condition deemed satisfied at the target level of performance at the Closing. The Rollover Options will be granted as soon as practicable following the closing of the Merger, and will have a three-year term and a per share exercise price equal to the fair market value of a Class C Share on the date of grant. Each Rollover Option will vest and become exercisable on the same schedule as the Deferred Cash Award to which it relates.
- (4) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.
 - In connection with the Merger, at the effective time of the Merger, each outstanding share of EMC Corporation common stock
- (5) beneficially owned by the reporting person was automatically canceled and converted into the right to receive (i) \$24.05 in cash and (ii) 0.11146 of a share of Class V Common Stock of Dell Technologies Inc. (f/k/a Denali Holding Inc.).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these stock options were automatically net exercised immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").
- (7) In connection with the Merger, 7,149 of these stock options were accelerated and became fully vested and exercisable on August 17, 2016.
- (8) In connection with the Merger, 4,342 of these stock options were accelerated and became fully vested and exercisable on August 17,

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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