

EMC CORP
Form S-8
June 27, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EMC CORPORATION

(Exact name of issuer as specified in its charter)

MASSACHUSETTS

(State or other jurisdiction of Incorporation or Organization)

04-2680009

(I.R.S. Employer Identification Number)

35 Parkwood Drive
Hopkinton, Massachusetts 01748
(Address of Principal Executive Offices)

EMC Corporation 1989 Employee Stock Purchase Plan

(Full Title of the Plan)

Paul T. Dacier, Esq.
Senior Vice President and General Counsel
EMC Corporation
171 South Street
Hopkinton, Massachusetts 01748

(Name and Address of Agent for Service)

(508) 435-1000

(Telephone Number, Including Area Code for Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
EMC Corporation 1989 Employee Stock Purchase Plan Common Stock, par value \$.01 per share	10,000,000 shares	\$6.225	\$62,250,000	\$5,727

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of June 27, 2002.

Signature	Title
<hr/> <i>/s/</i> MICHAEL C. RUETTGERS <hr/> Michael C. Ruettgers	Executive Chairman of the Board of Directors <i>(Principal Executive Officer)</i>
<hr/> <i>/s/</i> JOSEPH M. TUCCI <hr/> Joseph M. Tucci	President, Chief Executive Officer and Director
<hr/> <i>/s/</i> WILLIAM J. TEUBER, JR. <hr/> William J. Teuber, Jr.	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
<hr/> <i>/s/</i> MARK A. LINK <hr/> Mark A. Link	Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<hr/> <i>/s/</i> MICHAEL J. CRONIN <hr/> Michael J. Cronin	Director
<hr/> <i>/s/</i> JOHN R. EGAN <hr/> John R. Egan	Director
<hr/> <i>/s/</i> W. PAUL FITZGERALD <hr/> W. Paul Fitzgerald	Director
<hr/> <i>/s/</i> WINDLE B. PRIEM <hr/> Windle B. Priem	Director
<hr/> <i>/s/</i> ALFRED M. ZEIEN <hr/> Alfred M. Zeien	Director

EXHIBIT INDEX

Exhibit Number	Title of Exhibit
4.1	EMC Corporation 1989 Employee Stock Purchase Plan, as amended to date.
5.1	Opinion of Paul T. Dacier, Esq., Senior Vice President and General Counsel of EMC Corporation, as to the legality of the securities being registered.
23.1	Consent of PricewaterhouseCoopers LLP.

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Exhibit Number	Title of Exhibit
23.2	Consent of Paul T. Dacier, Esq., Senior Vice President and General Counsel of EMC Corporation (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (included on the signature pages to this Registration Statement).

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