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EMC CORP  
Form S-8 POS  
February 20, 2002

As filed with the Securities and Exchange Commission on February 20, 2002  
REGISTRATION NO. 333-01375

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE  
AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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EMC CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MASSACHUSETTS  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

04-2680009  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

35 PARKWOOD DRIVE  
HOPKINTON, MASSACHUSETTS 01748  
(508) 435-1000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

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PAUL T. DACIER, ESQ.  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
EMC CORPORATION  
171 SOUTH STREET  
HOPKINTON, MASSACHUSETTS 01748  
(508) 435-1000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF AGENT FOR SERVICE)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE  
TO THE PUBLIC: From time to time after the effective date of  
this registration statement.

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If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box:

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of

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1933, check the following box: |X|

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: |\_|

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: |\_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: |\_|

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-8 of EMC Corporation, a Massachusetts corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on March 1, 1996 (Registration No. 333-01375) (the "Registration Statement"), is to deregister all shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company reserved for issuance under the McDATA Corporation 1990 Class A Stock Option Plan and the McDATA Corporation 1990 Class B Stock Option Plan (together, the "Plans") which were unissued as of January 31, 2002 or not sold under the Registration Statement. There were no outstanding stock options under the Plans as of such date.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Hopkinton, Commonwealth of Massachusetts, on February 20, 2002.

EMC CORPORATION

By: /S/ PAUL T. DACIER

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Paul T. Dacier  
Senior Vice President and  
General Counsel

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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 AND ON THE DATES INDICATED.

SIGNATURES	TITLE	DATE
/S/ MICHAEL C. RUETTIGERS* ----- MICHAEL C. RUETTIGERS	Executive Chairman (PRINCIPAL EXECUTIVE OFFICER)	February 20, 2
/S/ JOSEPH M. TUCCI ----- JOSEPH M. TUCCI	Chief Executive Officer, President and Director	February 20, 2
/S/ WILLIAM J. TEUBER, JR.* ----- WILLIAM J. TEUBER, JR.	Executive Vice President and Chief Financial Officer (PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)	February 20, 2
/S/ MICHAEL J. CRONIN* ----- MICHAEL J. CRONIN	Director	February 20, 2
/S/ JOHN R. EGAN* ----- JOHN R. EGAN	Director	February 20, 2

[SIGNATURE PAGE TO POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT]

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SIGNATURES	TITLE	DATE
/S/ W. PAUL FITZGERALD* ----- W. PAUL FITZGERALD	Director	February 20, 2
/S/ WINDLE B. PRIEM ----- WINDLE B. PRIEM	Director	February 20, 2
/S/ ALFRED M. ZEIEN		

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-----  
ALFRED M. ZEIEN

Director

February 11, 2

\*By: /S/ PAUL T. DACIER  
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Attorney-in-Fact

February 20, 2

[SIGNATURE PAGE TO POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT]