

EMC CORP
Form 424B7
February 16, 2007

Prospectus Supplement No. 2
(to Prospectus dated February 2, 2007)

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-140430

\$1,725,000,000 1.75% Convertible Senior Notes due 2011

\$1,725,000,000 1.75% Convertible Senior Notes due 2013

This prospectus supplement supplements the prospectus dated February 2, 2007, as supplemented by the prospectus supplement dated February 9, 2007, relating to the resale by certain selling securityholders of our 1.75% Convertible Senior Notes due 2011 (the 2011 notes) and 1.75% Convertible Senior Notes due 2013 (the 2013 notes, and together with the 2011 notes, the notes) and the shares of our common stock issuable upon conversion of the notes. The prospectus dated February 2, 2007, as supplemented by the prospectus supplement dated February 9, 2007, is referred to herein as the prospectus.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes or supplements the information contained in the prospectus.

Investing in the notes and our common stock issuable upon conversion of the notes involves risks that are described in the Risk Factors section of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 16, 2007.

SELLING SECURITYHOLDERS

The information in the prospectus in the table under the caption **Selling Securityholders** is amended by:

- replacing the information included therein regarding the selling securityholders identified in the first column of the **Revised Information Regarding Selling Securityholders** table below with the information set forth in the **Revised Information Regarding Selling Securityholders** table below; and
- adding the information in the below **Additional Selling Securityholders** table regarding certain selling securityholders.

The information set forth below is based on information previously provided by or on behalf of the named selling securityholders. Information concerning the selling securityholders may change from time to time. The selling securityholders may from time to time offer and sell any or all of the securities under the prospectus (as amended and supplemented hereby). Because the selling securityholders are not obligated to sell the notes or any shares of common stock issuable upon conversion of the notes, we cannot estimate the amount of the notes or how many shares of common stock that the selling securityholders will hold upon consummation of any such sales. In addition, since the date on which a selling securityholder provided this information to us, such selling securityholder may have sold, transferred or otherwise disposed of all or a portion of its notes or common shares issuable upon conversion of its notes.

Unless described in the prospectus under the caption **Selling Securityholder** (as amended and supplemented hereby), based upon information previously provided by the selling securityholders, none of the selling securityholders beneficially owns in excess of 1% of our outstanding common stock.

Except as noted in the prospectus under the caption **Selling Securityholder** (as amended and supplemented hereby), based upon the information previously provided by the selling securityholders, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

Revised Information Regarding Selling Securityholders

| Name (1) | Principal amount of 2011 notes beneficially owned and offered hereby | Principal amount of 2013 notes beneficially owned and offered hereby | Number of Shares of Common Stock Beneficially Owned (2)(3) | Offered Hereby (2) |
|---|---|---|---|---------------------------|
| Arkansas PERS (6) | \$ 2,575,000 | \$ 2,590,000 | 321,252 | 321,252 |
| Boilermakers Blacksmith Pension Trust (7) | 2,185,000 | 2,800,000 | 310,056 | 310,056 |
| Delta Air Lines Master Trust (8) | 455,000 | 575,000 | 64,064 | 64,064 |
| Koch Industries Inc. Master Pension Trust (9) | 1,380,000 | | 85,833 | 85,833 |
| Nuveen Preferred & Convertible Fund JQC (10) | 10,775,000 | 10,835,000 | 1,344,094 | 1,344,094 |
| Nuveen Preferred & Convertible Income Fund JPC (11) | 7,625,000 | 7,650,000 | 950,071 | 950,071 |
| FPL Group Employees Pension Plan (12) | 1,045,000 | 1,375,000 | 150,519 | 150,519 |
| Lehman Brothers Inc. (5)(13) | 6,000,000 | 7,000,000 | 808,571 | 808,571 |
| Qwest Pension Trust (14) | 9,920,000 | | 617,002 | 617,002 |
| Virginia Retirement System (14) | 20,300,000 | | 1,262,615 | 1,262,615 |

Additional Selling Securityholders

| Name (1) | Principal amount of 2011 notes beneficially owned and offered hereby | Principal amount of 2013 notes beneficially owned and offered hereby | Number of Shares of Common Stock Beneficially Owned (2)(3) | Offered Hereby (2) |
|---|---|---|---|---------------------------|
| AHFP Context (15) | \$ 250,000 | \$ | 15,549 | 15,549 |
| Alcon 401(k) Retirement Plan (16) | 480,000 | | 29,855 | 29,855 |
| Altma Fund Sicav plc in Respect of the Grafton Sub Fund (15) | 670,000 | | 41,673 | 41,673 |
| Argent Classic Convertible Arbitrage Fund II, L.P. (17) | | 930,000 | 57,844 | 57,844 |
| Argent Classic Convertible Arbitrage Fund L.P. (17) | | 4,030,000 | 250,658 | 250,658 |
| Argent Classic Convertible Arbitrage Fund Ltd. (17) | | 24,490,000 | 1,523,224 | 1,523,224 |
| Argent LowLev Convertible Arbitrage Fund II, LLC (17) | | 460,000 | 28,611 | 28,611 |
| Argent LowLev Convertible Arbitrage Fund Ltd. (17) | | 9,180,000 | 570,976 | 570,976 |
| Argentum Multi-Strategy Fund Ltd. Classic (17) | | 400,000 | 24,879 | 24,879 |
| California State Auto Association (18) | 1,790,000 | | 111,334 | 111,334 |
| CASAM Argent Classic Convertible Arbitrage Fund Limited (17) | | 840,000 | 52,246 | 52,246 |
| CASAM Context Offshore Advantage Fund Limited (15) | 350,000 | | 21,769 | 21,769 |
| Class C Trading Company, Ltd. (17) | | 4,590,000 | 285,489 | 285,489 |
| Context Advantage Master Fund, L.P. (15)(19) | 2,770,000 | | 172,288 | 172,288 |
| Finch Tactical Plus Class B (15) | 100,000 | | 6,220 | 6,220 |
| Growing Oak L.P. Charles G. Koch 1997 Trust (18) | 300,000 | | 18,659 | 18,659 |
| HFR CA Global Select Master Trust Account (17) | | 2,750,000 | 171,044 | 171,044 |
| Institutional Benchmarks Series (Master Feeder) Limited in Respect of Alcor Series (15) | 150,000 | | 9,330 | 9,330 |
| Lyxor / Context Fund Ltd (15) | 520,000 | | 32,343 | 32,343 |
| Lyxor Master Fund Ref: Argent / LowLev CB c/o Argent (17) | | 1,650,000 | 102,627 | 102,627 |
| Magnetar Capital Master Fund, Ltd. (20) | 10,000,000 | | 621,980 | 621,980 |
| Pennington Biomedical Research Foundation (18) | 50,000 | | 3,146 | 3,146 |
| Radian Guarantee Inc. (18) | 420,000 | | 26,425 | 26,425 |
| S.A.C. Arbitrage Fund, LLC (21) | 35,000,000 | 30,000,000 | 4,042,857 | 4,042,857 |
| Worldwide Transactions Limited (15) | 190,000 | | 11,818 | 11,818 |
| Xavex Convertible Arbitrage 2 Fund (17) | | 420,000 | 26,123 | 26,123 |
| Xavex Convertible Arbitrage 10 Fund (17) | | 1,280,000 | 79,613 | 79,613 |

(1) Information concerning other selling securityholders will be set forth in supplements to this prospectus supplement from time to time, if required.

- (2) Includes shares of common stock issuable upon conversion of notes, assuming conversion of all the named selling securityholder's notes at the initial conversion rate of 62.1978 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under Description of Notes Conversion Rights Conversion Rate Adjustments in the prospectus. As a result, the number of shares of common stock issuable upon conversion of the notes beneficially owned and offered by the named selling securityholder may increase or decrease in the future.
- (3) In addition to shares of common stock issuable upon conversion of the notes as described in footnote (1), also includes shares of common stock identified to us by the selling securityholder as owned by it.
- (4) The selling securityholder is a broker-dealer.
- (5) The selling securityholder is an affiliate of a broker-dealer.
- (6) This amount reflects an increase of (i) \$545,000 from the principal amount of 2011 notes and (ii) \$580,000 from the principal amount of 2013 notes, previously listed for Arkansas PERS in the prospectus. Arkansas PERS has indicated that Ann Houlihan of Frole-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.
- (7) This amount reflects an increase of \$610,000 from the principal amount of 2013 notes previously listed for Boilermakers Blacksmith Pension Trust in the prospectus. Boilermakers Blacksmith Pension Trust has indicated that Ann Houlihan of Frole-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.
- (8) This amount reflects an increase of \$110,000 from the principal amount of 2013 notes previously listed for Delta Air Lines Master Trust in the prospectus. Delta Air Lines Master Trust has indicated that Ann Houlihan of Frole-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.
- (9) This amount reflects an increase of \$80,000 from the principal amount of 2011 notes previously listed for Koch Industries Inc. Master Pension Trust. Koch Industries Inc. Master Pension Trust has indicated that Zazove Associates, LLC is the registered investment advisor with discretionary authority over the notes and common stock issuable upon the conversion of the notes held by it.
- (10) This amount reflects an increase of (i) \$2,065,000 from the principal amount of 2011 notes and (ii) \$2,225,000 from the principal amount of 2013 notes, previously listed for Nuveen Preferred & Convertible Fund JQC in the prospectus. Nuveen Preferred & Convertible Fund JQC has indicated that Ann Houlihan of Frole-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.
- (11) This amount reflects an increase of (i) \$1,480,000 from the principal amount of 2011 notes and (ii) \$1,575,000 from the principal amount of 2013 notes, previously listed for Nuveen Preferred & Convertible Income Fund JPC in the prospectus. Nuveen Preferred & Convertible Income Fund JPC has indicated that Ann Houlihan of Frole-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.

(12) This amount reflects an increase of \$325,000 from the principal amount of 2013 notes previously listed for FPL Group Employees Pension Plan in the prospectus. FPL Group Employees Pension Plan has indicated that Ann Houlihan of Froley-Revy Investment Company Inc. exercises voting or investment power over the notes and common stock issuable upon the conversion of the notes held by it.

(13) This amount reflects an increase of \$2,000,000 from the principal amount of 2011 notes previously listed for Lehman Brothers Inc. in the prospectus. Lehman Brothers Inc. was an initial purchaser of notes in the private placement offering.

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(14) This amount reflects an increase in the principal amount of 2011 notes previously listed in the prospectus of (i) \$500,000 for Qwest Pension Trust and (ii) \$2,585,000 for Virginia Retirement System. Each of Qwest Pension Trust and Virginia Retirement System has indicated that (i) Zazove Associates LLC is the registered investment advisor with discretionary authority with respect to \$5,900,000 of the 2011 notes and the common stock issuable upon the conversion of such notes held by Qwest Pension Trust and \$10,150,000 of the 2011 notes and the common stock issuable upon the conversion of such notes held by Virginia Retirement System, (ii) Oaktree Capital management LLC (Oaktree) is the investment manager of each such selling securityholder with respect to \$680,000 of the 2011 notes and the common stock issuable upon the conversion of such notes held by Qwest Occupational Health Trust and \$10,150,000 of the 2011 notes and the common stock issuable upon the conversion of such notes held by Virginia Retirement System, (iii) Oaktree does not own any equity interest in any such selling securityholder, but Oaktree does have voting and dispositive power over the aggregate principal amount of notes and common stock issuable upon the conversion of the notes that are held by such selling securityholder for which Oaktree is the investment manager, (iv) Lawrence Keele is a principal of Oaktree and is a portfolio manager for the named selling securityholders, and (v) Oaktree is the investment manager of OCM Investments, LLC, a broker-dealer. Mr. Keele, Oaktree and all employees and members of Oaktree disclaim beneficial ownership of the notes and common stock issuable upon the conversion of the notes held by all such selling securityholders, except for their pecuniary interest therein.

(15) Each of AHFP Context, Altma Fund Sicav plc in Respect of the Grafton Sub Fund, CASAM Context Offshore Advantage Fund Limited, Context Advantage Master Fund, L.P., Finch Tactical Plus Class B, Institutional Benchmarks Series (Master Feeder) Limited in Respect of Alcor Series, Lyxor / Context Fund Ltd and Worldwide Transactions Limited has indicated that Michael S. Rosen and William D. Fertig exercise shared voting and investment power over the notes and common stock issuable upon the conversion of the notes held by such selling securityholder.

(16) Alcon 401(k) Retirement Plan has indicated that Zazove Associates, LLC is the registered investment advisor with discretionary authority over the notes and common stock issuable upon the co