


**EMC Corporation**

EMC NYSE

Computer Hardware

Market Capitalization USD: **\$43,297.53 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Joseph M. Tucci**Age: 64 CEO Since: 2001**

	2009	2010	2011
Base Salary	\$872,308	\$1,000,000	\$1,000,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,068,420	\$2,592,000	\$2,140,869
Benefits and Perquisites	\$149,150	\$151,184	\$131,523
TOTAL ANNUAL COMPENSATION	\$2,089,878	\$3,743,184	\$3,272,392
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$962,085	\$1,337,077	\$1,557,752
Stock Awards	\$5,995,800	\$7,355,900	\$8,408,713
TOTAL COMPENSATION	\$9,047,763	\$12,436,161	\$13,238,857
Median of Other Named Executive Officers Total Compensation	\$5,701,710	\$5,375,228	\$5,711,346
Value Realized on Exercise of Stock Option	\$7,439,510	\$20,282,331	\$21,523,038
Value Realized on Vesting of Stock	\$13,709,826	\$7,607,645	\$7,500,055
TOTAL REALIZED EQUITY COMPENSATION	\$21,149,336	\$27,889,976	\$29,023,093

Proxy Date: 21 Mar 2012

Annual Meeting Date: 1 May 2012

Equity Reserves: 10.25%

Stock Option Run Rate: 1.17%

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Performance Comparison

■ S&P500 ■ Industry ■ EMC



Peer Comparisons (TRBC) = Technology

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
EMC	EMC Corporation	\$9,047,763	\$12,436,161	\$13,238,857	\$43,297,533,673
VMW	VMware, Inc.	\$1,735,267	\$5,501,370		\$33,926,468,879
TXN	Texas Instruments Incorporated	\$9,865,657	\$12,213,420	\$14,055,767	\$31,153,906,817
DELL	Dell Inc.	\$2,125,713	\$963,623		\$25,797,186,358
CRM	salesforce.com, inc.	\$343,263	\$9,102,420		\$15,299,999,533
EBAY	eBay Inc.	\$10,132,748	\$12,382,486	\$16,456,528	\$38,005,507,923
CTSH	Cognizant Technology Solutions Corporation	\$5,624,116	\$11,182,544		\$19,039,189,567

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Accenture plc, Dell Inc., NetApp, Inc., Adobe Systems Incorporated, eBay Inc., Oracle Corporation, Advanced Micro Devices, Inc., Hewlett-Packard Company, Seagate Technology, CA, Inc., Intel Corporation, Symantec Corporation, Cisco Systems, Inc., Computer Sciences Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Windle B. Priem	Chairman	74	Male	11	Outside Related
David N. Strohm	Member	63	Male	9	Outside
Michael W. Brown	Member	66	Male	7	Outside
Randolph L. Cowen	Member	61	Male	3	Outside

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