

Data Domain, Inc.
Form 4
July 22, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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. Name and Address of Reporting Person *
EMC CORP

(Last) (First) (Middle)
176 SOUTH STREET
(Street)
HOPKINTON, MA 01748
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Data Domain, Inc. [DDUP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0001 per share | 07/20/2009 | | P | (A) 1,821,924 (3) | \$ 33.5 55,304,278 (1) (2) (4) | I | See Footnote (5) |
| Common Stock, par value \$0.0001 per share | 07/21/2009 | | P | (A) 977,815 (3) | \$ 33.5 56,282,093 (1) (2) (4) | I | See Footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMC CORP 176 SOUTH STREET HOPKINTON, MA 01748 | | X | | |

Signatures

/s/ Paul T. Dacier, Executive Vice President and General Counsel

07/22/2009

__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).

On July 8, 2009, EMC Corporation, a Massachusetts corporation ("EMC"), Envoy Merger Corporation, a Delaware corporation ("Purchaser") and a wholly owned subsidiary of EMC and Data Domain, Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). As previously announced and as contemplated by the terms of the Merger Agreement, Purchaser commenced, on June 2, 2009, a cash tender offer (the "Offer") to purchase all outstanding shares (the "Shares") of common stock, par value \$0.0001 per Share, of the Company, at a price of \$33.50 per Share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated June 2, 2009, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission (the "SEC") on June 2, 2009.

(1) Agreement, Purchaser commenced, on June 2, 2009, a cash tender offer (the "Offer") to purchase all outstanding shares (the "Shares") of common stock, par value \$0.0001 per Share, of the Company, at a price of \$33.50 per Share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated June 2, 2009, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission (the "SEC") on June 2, 2009.

(2) The initial offering period expired at 12:00 midnight, New York City time, on Friday, July 17, 2009. An aggregate of 50,947,657 Shares were validly tendered and not withdrawn (not including certain shares tendered under guaranteed delivery procedures) in the initial offering period. On July 20, 2009, Purchaser accepted for payment all validly tendered and not withdrawn Shares. Also on July 20, 2009, EMC and Purchaser commenced a subsequent offering period (the "Subsequent Offering Period"), which, unless extended, will expire at

Edgar Filing: Data Domain, Inc. - Form 4

12:00 midnight, New York City time, on Wednesday, July 22, 2009. Prior to the commencement of the Offer, on May 29, 2009 and June 1, 2009, Woodland Street Partners, Inc., a Delaware corporation ("Woodland"), and a wholly owned subsidiary of EMC, acquired 2,534,697 Shares through ordinary brokerage transactions at prevailing market prices.

- (3) Shares acquired by Purchaser during the Subsequent Offering Period.
- (4) Includes Shares acquired by Purchaser during the Subsequent Offering Period as of the date of the reported acquisition.

Purchaser is a direct, wholly owned subsidiary of EMC and is the owner of the Shares purchased in the Offer. Woodland is a direct,

- (5) wholly owned subsidiary of EMC and is the owner of the 2,534,697 Shares acquired through ordinary brokerage transactions at prevailing market prices prior to the commencement of the Offer.

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.