IOMEGA CORP Form 4 June 11, 2008

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per response... 0.5

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * EMC CORP | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|-----------|----------|--|---|--|--|
| | | | IOMEGA CORP [IOM] | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | DirectorX 10% Owner | | |
| 176 SOUTH STREET | | | 06/09/2008 | Officer (give title below) Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| HOPKINTO | N, MA 017 | 48-9103 | | Form filed by More than One Reporting Person | | |
| | | | | | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative Secu | ırities | Acquir | ed, Disposed of, | or Beneficiall | y 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 A our Disposed of (Instr. 3, 4 and Amount | (D) | d (A) | 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 \$0.03-1/3 per share | 06/09/2008 | | P | 51,375,832 (1) (2) (3) (4) | A | \$ 3.85 | 96,912,671 | I | See Footnote (5) |

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

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

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | |
| EMC CORP | | | | | | | |
| 176 SOUTH STREET | | X | | | | | |
| HOPKINTON, MA 01748-9103 | | | | | | | |

Signatures

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

06/11/2008

Date

**Signature of Reporting Person

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).

In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 8, 2008, by and among EMC Corporation, a Massachusetts corporation ("EMC"), Emerge Merger Corporation, a Delaware corporation and a wholly owned subsidiary of EMC ("Purchaser"), and Iomega Corporation, a Delaware corporation (the "Company"), on April 24, 2008, Purchaser commenced a

- (1) cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.03-1/3 per share, of the Company (the "Shares") at a price of \$3.85 per share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated April 24, 2008, 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 April 24, 2008.
- Following the completion of the Offer and in accordance with the Merger Agreement, on June 9, 2008, Purchaser exercised its option to purchase directly from the Company 42,046,099 Shares at a price of \$3.85 per Share.
- Pursuant to the terms of the Merger Agreement, on June 9, 2008, Purchaser merged with and into the Company (the "Merger") and each share of common stock, par value \$0.01 per share, of Purchaser that was issued and outstanding immediately prior to the Merger was converted into one Share of the Company, as the surviving corporation. As a result, Purchaser may be deemed to have purchased 9,329,733 Shares in connection the consummation of the Merger.
- On June 11, 2008, the Company filed a Form 15 with the SEC to terminate the registration of its common stock under Section 12 of the Securities Exchange Act of 1934, as amended.

Reporting Owners 2

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(5) Purchaser was a direct, wholly owned subsidiary of EMC and was the registered owner of these securities. As a result of the Merger, Purchaser's corporate existence ceased.

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.