Data Domain, Inc. Form 4 July 23, 2009

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

2005

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

Data Domain, Inc. [DDUP]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title X__ 10% Owner _ Other (specify

176 SOUTH STREET

(Month/Day/Year) 07/22/2009

Filed(Month/Day/Year)

below)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOPKINTON, MA 01748

(City)	(State)	(Zip) Tal	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date if	Transactio	mr Disposed of (D)	Securities	Ownership	Indirect		

(Instr. 3) anv (Month/Day/Year)

Code (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Owned Following

Reported

(1) (2) (4) (6)

Form: Direct (D) or Indirect

Beneficial Ownership (Instr. 4)

Code V Amount

P

or (D) Price

33.5

(A)

Transaction(s) (Instr. 4) (Instr. 3 and 4)

I

Common

Stock, par value 07/22/2009 \$0.0001

5.521.350

(3)

\$ 61.803,443

See Footnote (5)

per share

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date		Title Number of		
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Troporting O William Community	Director	10% Owner	Officer	Other		
EMC CORP						
176 SOUTH STREET		X				
HOPKINTON, MA 01748						

Signatures

/s/ Paul T. Dacier, Executive Vice President and General 07/23/2009 Counsel

> **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
- (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.
 - 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,
- (2) EMC and Purchaser commenced a subsequent offering period (the "Subsequent Offering Period"), which expired at 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. On July 23, 2009, Woodland transferred the Shares owned by it to Purchaser.
- (3) Shares acquired by Purchaser during the Subsequent Offering Period.
- Includes Shares acquired by Purchaser during the Subsequent Offering Period.

Reporting Owners 2

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- Purchaser was a direct, wholly owned subsidiary of EMC and was the owner of the Shares purchased in the Offer. On July 23, 2009, Woodland, a direct, wholly owned subsidiary of EMC, transferred to Purchaser the 2,534,697 Shares Woodland acquired through ordinary brokerage transactions at prevailing market prices prior to the commencement of the Offer. Following Purchaser's acceptance for
- (5) payment of Shares during the Subsequent Offering Period, pursuant to the terms of the Merger Agreement, on July 23, 2009 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 common stock, par value \$0.01 per share, of the Company, as the surviving corporation. As a result of the Merger, Purchaser's corporate existence ceased.
- (6) On July 23, 2009, 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.

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.