

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) of
THE SECURITIES EXCHANGE ACT of 1934

For the fiscal year ended December 31, 1977

Commission file number 2-22922

MEMOREX CORPORATION

(Exact name of registrant as specified in its charter)

CALIFORNIA

(State or other jurisdiction of
incorporation or organization)

94-1504607

(I.R.S. Employer
Identification No.)

SAN TOMAS AT CENTRAL EXPRESSWAY
SANTA CLARA, CALIFORNIA

(Address of principal executive offices)

95052

(Zip Code)

Registrant's telephone number, including area code (408) 987-1000

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class

Name of Each Exchange on
Which Registered

COMMON STOCK, \$1 PAR VALUE

NEW YORK STOCK EXCHANGE
PACIFIC STOCK EXCHANGE

CONVERTIBLE SUBORDINATED DEBENTURES,
5¼% DUE APRIL 1, 1990

NEW YORK STOCK EXCHANGE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the period covered by this report.

Class

Outstanding at December 31, 1977

COMMON STOCK, \$1 PAR VALUE

5,513,230 SHARES