

WESTERN DIGITAL CORP
Form 3
November 05, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DeMaria Jacqueline</p> <p>(Last) (First) (Middle)</p> <p>C/O WESTERN DIGITAL CORPORATION,Â 3355 MICHELSON DRIVE, SUITE 100</p> <p>(Street)</p> <p>IRVINE,Â CAÂ 92612</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/03/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WESTERN DIGITAL CORP [WDC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP & Chief Human Res Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 22,564 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Dividend Equivalent Rights | Â (2) | Â (2) | Common Stock | 327,1658 | \$ (2) | D | Â |
| Employee Stock Option (right to buy) | 09/14/2012 ⁽³⁾ | 09/14/2018 | Common Stock | 2,793 | \$ 29.6 | D | Â |
| Employee Stock Option (right to buy) | 05/16/2013 ⁽⁴⁾ | 05/16/2019 | Common Stock | 7,041 | \$ 38.63 | D | Â |
| Employee Stock Option (right to buy) | 09/06/2013 ⁽⁵⁾ | 09/06/2019 | Common Stock | 11,576 | \$ 43.11 | D | Â |
| Employee Stock Option (right to buy) | 08/14/2014 ⁽⁶⁾ | 08/14/2020 | Common Stock | 14,184 | \$ 43.11 | D | Â |
| Employee Stock Option (right to buy) | 08/04/2016 ⁽⁷⁾ | 08/04/2022 | Common Stock | 15,958 | \$ 84.39 | D | Â |
| Employee Stock Option (right to buy) | 09/11/2015 ⁽⁸⁾ | 09/11/2021 | Common Stock | 20,865 | \$ 100.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|---------|-------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| DeMaria Jacqueline C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612 | Â | Â | Â | EVP & Chief Human Res Officer | Â |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Jacqueline DeMaria

11/05/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Includes 15,409 unvested awards of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(2) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.

(3) The option vested 25% one year from the grant date of 9/14/2011, and an additional 6.25% vested at the end of each three-month period through 9/14/2015.

(4)

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The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at the end of each three-month period through 8/16/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

- (5) The option vested 25% one year from the grant date of 9/6/2012, and an additional 6.25% vested at the end of each three-month period through 9/6/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.

- (6) The option vested 25% one year from the grant date of 8/14/2013, and an additional 6.25% vested at the end of each three-month period through 8/14/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/14/2017.

- (7) The option vests 25% on the first anniversary of the grant date of 8/4/15 and 6.25% at the end of each three-month period thereafter.

- (8) The option vested 25% one year from the grant date of 9/11/14. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/11/18.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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