

WESTERN DIGITAL CORP
 Form 4
 July 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Sivaram Srinivasan

2. Issuer Name and Ticker or Trading Symbol
 WESTERN DIGITAL CORP
 [WDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Memory Technology

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY

(Street)

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

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

SAN JOSE, CA 95119

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	07/01/2017		M	491 ⁽¹⁾	A \$ 0	93,384.498 ⁽²⁾	D
Common Stock	07/01/2017		F	8,076 ⁽³⁾	D \$ 88.6	85,308.498	D
Common Stock	07/05/2017		S ⁽⁴⁾	14,400	D \$ 84.967 ⁽⁵⁾	70,908.498	D
Common Stock	07/05/2017		S ⁽⁴⁾	1,649	D \$ 85.8549 ⁽⁶⁾	69,259.498	D

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

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(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)	Amount of Number of Shares		
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent Rights	<u>(1)</u>	07/01/2017		M		491.3959	<u>(1)</u>	<u>(1)</u>	Common Stock	491.3959

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sivaram Srinivasan C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP Memory Technology	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Srinivasan Sivaram 07/05/2017

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).
The dividend equivalents were converted into, and paid in the form of, shares of the Issuer's common stock on a one-for-one basis in connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$35.08 was also
(1) paid to the holder to settle a fractional dividend equivalent of 0.3959. Balance excludes the dividend equivalents that will be earned in connection with the June 30, 2017 dividend record date. The related dividend equivalents will be determined on the July 17, 2017 dividend payable date.
- (2) Includes 525 share acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2017.
- (3) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2017.

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Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of
(5) \$84.52 to a high of \$85.28. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of
(6) \$85.65 to a high of \$85.95. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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