

LONG MARK P  
Form 4  
August 07, 2017

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LONG MARK P

(Last) (First) (Middle)

C/O WESTERN DIGITAL  
CORPORATION, 5601 GREAT  
OAKS PARKWAY

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Pres WD Capital, CSO & CFO

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

**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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/03/2017		M		108 <sup>(1)</sup>	A \$ 0	90,683 D
Common Stock	08/03/2017		F		2,083 <sup>(2)</sup>	D \$ 84.51	88,600 D
Common Stock	08/04/2017		M <sup>(3)</sup>		17,867	A \$ 44.78	106,467 D
Common Stock	08/04/2017		S <sup>(3)</sup>		19,777	D \$ 84.4972 <sup>(4)</sup>	86,690 D

# Edgar Filing: LONG MARK P - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Security (Instr. 3 and 4)
Dividend Equivalent Rights	<u>(1)</u>	08/03/2017		M	108.3671	<u>(1)</u> <u>(1)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 44.78	08/04/2017		M <sup>(3)</sup>	17,867	08/03/2017 <sup>(5)</sup> 08/03/2023	Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LONG MARK P  
C/O WESTERN DIGITAL CORPORATION  
5601 GREAT OAKS PARKWAY  
SAN JOSE, CA 95119

Pres WD Capital, CSO & CFO

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Mark Long

08/07/2017

           \*\*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 \$31.02 was also paid to the holder to settle a fractional dividend equivalent of 0.3671.

## Edgar Filing: LONG MARK P - Form 4

- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (3) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 16, 2017.  
  
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of  
(4) \$84.08 to a high of \$84.80. 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.
- (5) The option vested 25% one year from the grant date of 8/3/2016. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/3/2020.

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.