### Edgar Filing: WESTERN DIGITAL CORP - Form 4

Form 4	DIGITAL COR	Р								
August 18, 2	2015									
FORM	14								OMB AF	PROVAL
	UNITEI	DSTATES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or									Expires:	January 31, 2005
			OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hou response	verage
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17	7(a) of the	Public U		ling Con	ipany	Act of	e Act of 1934, 1935 or Section 0	·	
(Print or Type I	Responses)									
LONG MARK P Symbol			r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			WESTE [WDC]	ERN DIGI	TAL CO	)RP		(Check	k all applicable	)
			Earliest Transaction				Director 10% Owner Officer (give title Other (specify below) below)			
CORPORA	ERN DIGITAL TION, 3355 ON DRIVE, SU		08/14/2	015				· · · · · · · · · · · · · · · · · · ·	ef Strategy Of	ficer
WIICHLESC	(Street)	IIL 100		ndment, Dat hth/Day/Year)	-	l		6. Individual or Jo Applicable Line)		
IRVINE, CA	A 92612							_X_Form filed by C Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	any				4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/14/2015			М	287 <u>(1)</u>	А	\$0	36,590	D	
Common Stock	08/14/2015			F	4,439 (2)	D	\$ 82.5	32,151	D	
Common Stock	08/17/2015			M <u>(3)</u>	876	A	\$ 48.63	33,027	D	
Common Stock	08/17/2015			S <u>(3)</u>	4,946	D	\$ 82.02	28,081	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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# 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)	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 Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N Sl
Dividend Equivalent Rights	<u>(1)</u>	08/14/2015		М	287.3161	(1)	<u>(1)</u>	Common Stock	2
Employee Stock Option (right to buy)	\$ 48.63	08/17/2015		M <u>(3)</u>	876	02/13/2014 <u>(4)</u>	02/13/2020	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
LONG MARK P C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612			EVP, Chief Strategy Officer		
Signatures					
By: /s/ Sandra Garcia Attorney-in-Fact For: Ma Long	ark	08/18/2	2015		

\*\*Signature of Reporting Person

## **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(1) connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$26.08 was also paid to the holder to settle a fractional dividend equivalent of 0.3161.

Date

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- (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 December 18, 2014.

The option vested 25% one year from the grant date of 2/13/2013, and an additional 6.25% vested at the end of each three-month period

(4) through 8/13/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/13/2017.

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.