Edgar Filing: WESTERN DIGITAL CORP - Form 4

WESTERN I Form 4 August 18, 20	DIGITAL CORF)									
FORM	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Sbox 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 20(b) of the Investment Company Act of 1940								•···- · ··	PPROVAL 3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).									January 31 Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
1. Name and Ad MURPHY J	Symbol	Name and RN DIGI			g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O WESTE CORPORAT MICHELSO	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2015					Director 10% Owner _X Officer (give title Other (specify below) President, WD Subsidiary					
				nendment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8) Code V			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)		
Common Stock	08/14/2015			М	312 <u>(1)</u>	А	\$0	72,026	D		
Common Stock	08/14/2015			F	5,025 (2)	D	\$ 82.5	67,001	D		

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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	08/14/2015		М	Э	312.6773	<u>(1)</u>	<u>(1)</u>	Common Stock	312.677	
Reporting Owners											
Don	ting Ormo		Relationships								
Кер	orting Owner	r Name / Address	Director	10% Owner	er Offic	cer		Other			
MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612				President, WD Subsidiary							
Signatu	ures										
By: /s/ Sandra Garcia Attorney-in-Fact For: James J. Murphy				08/18/2015							
	<u>**</u> Signatu	ure of Reporting Person			Date	te					
Explan	ation c	of Respon	ses:								
* If the form is filed by more than one reporting person, <i>see</i> 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 \$55.88 was also paid to the holder to settle a fractional dividend equivalent of 0.6773.

(2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

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.