Edgar Filing: WESTERN DIGITAL CORP - Form 4

WESTERN I Form 4 August 16, 20	DIGITAL COR	ХР									
FORM Check thi	 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 1040 								OMB AF OMB Number:	PROVAL 3235-0287 January 31,	
if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).									Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> DeMaria Jacqueline			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) C/O WESTERN DIGITAL CORPORATION, 3355 MICHELSON DRIVE, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 08/14/2016					Director 10% Owner X_ Officer (give title Other (specify below) below) EVP & Chief Human Res Officer			
				endment, Date Original nth/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-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D)	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	08/14/2016			М	264 <u>(1)</u>	А	\$0	51,528	D		
Common Stock	08/14/2016			F	1,412 (2)	D	\$ 44.31	50,116	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. 3. Transaction Date Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares		
Dividend Equivalent Rights	<u>(1)</u>	08/14/2016		М	264	4.3271	<u>(1)</u>	<u>(1)</u>	Common Stock	264.327		
Reporting Owners												
Reporting Owner Name / Address				Relationships or 10% Owner Officer					Other			
DeMaria Jac C/O WEST 3355 MICH IRVINE, CA	TION	EVP & Chief Human Res Officer										
Signati	ures											
By: /s/ Sandra Garcia Attorney-in-Fact For: Jacqueline M. DeMaria				. 08/16/2016								
**Signature of Reporting Person												
Explanation of Responses:												

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 \$14.49 was also paid to the holder to settle a fractional dividend equivalent of 0.3271.

(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.