

LONG MARK P
Form 4
July 20, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LONG MARK P

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)
07/19/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres WD Capital, CSO & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 07/19/2017 | | M | | 1,545 (1) | A | \$ 0 53,551 D |
| Common Stock | 07/19/2017 | | A | | 56,551 (2) | A | \$ 0 110,102 D |
| Common Stock | 07/19/2017 | | F | | 12,609 (3) | D | \$ 94.48 97,493 D |
| Common Stock | 07/19/2017 | | S(4) | | 17,028 (5) | D | \$ 93.8435 80,465 D |

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Common Stock 07/20/2017 S(4) 11,557 D \$ 94.8242 68,908 D (6)

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) | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Dividend Equivalent Rights | <u>(1)</u> | 07/19/2017 | | M | 1,545.542 | <u>(1)</u> <u>(1)</u> | Common Stock | 1,545.5 | |

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 07/20/2017

__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).
- (1) With respect to the dividend equivalents, an additional 2,502.8198 dividend equivalents were accrued in connection with a determination that the performance-based restricted stock units to which the dividend equivalents relate were achieved at a level greater than target. Of the total 3,863.6843 accrued dividend equivalents, 1,545 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 the performance-based restricted stock units to which the dividend equivalents relate, and the remaining accrued dividend equivalents will convert into, and be paid in the form of, shares of the Issuer's common stock in connection with the vesting of the performance-based restricted stock unit award to which the dividend

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equivalents relate. A cash amount equal to \$51.21 was also paid to the holder to settle a fractional dividend of 0.5420.

- (2) Represents shares issued as payment in respect of the vesting of a performance-based restricted stock unit award. Of the total 56,551 shares, 22,621 vested on 7/22/2016, 22,620 shares will vest on 6/30/2018, and 11,310 shares will vest on 6/30/2019.
- (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 16, 2017.

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$93.48 to a high of \$94.31. 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) \$93.48 to a high of \$94.31. 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.
- (6) \$94.28 to a high of \$95.01. 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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