RAY MICHAEL CHARLES
Form 4
August 06, 2018

FORM 4

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 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAY MICHAEL CHARLES

(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)
08/02/2018

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)
EVP, Chief Legal Officer & Sec

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	08/02/2018		M		69 (1)	A	$ 0	107,155	D	
Common Stock	08/02/2018		F		1,489 (2)	D	$ 68.52	105,666	D	
Common Stock	08/03/2018		M		399 (1)	A	$ 0	106,065	D	
Common Stock	08/03/2018		F		3,980 (2)	D	$ 67.96	102,085	D	
	08/04/2018		M		259 (1)	A	$ 0	102,344	D	

Common Stock								
Common Stock	08/04/2018	F	1,499 (2)	D	$ 67.96	100,845	D	
Common Stock	08/06/2018	M(3)	4,387	A	$ 44.78	105,232	D	
Common Stock	08/06/2018	S(3)	4,387	D	$ 67.65	100,845	D	
Common Stock						8.6473	I	by Trust 401(K)

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sh
Dividend Equivalent Rights	(1)	08/02/2018		M			69.9825	(1)	(1)	Common Stock	6
Dividend Equivalent Rights	(1)	08/03/2018		M			399.7068	(1)	(1)	Common Stock	3
Dividend Equivalent Rights	(1)	08/04/2018		M			259.3931	(1)	(1)	Common Stock	2
Employee Stock Option (right to buy)	$ 44.78	08/06/2018		M(3)			4,387	08/03/2017(4)	08/03/2023	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAY MICHAEL CHARLES C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP, Chief Legal Officer & Sec	

Signatures

By: /s/ Sandra Garcia For: Michael Ray	08/06/2018
**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) 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 was also paid to the holder to settle a fractional dividend equivalent.

(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 October 30, 2017.

(4) The option vested 25% one year from the grant date of 8/3/2016, and an additional 6.25% vested at the end of each three-month period through 8/3/2018. 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.
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