#### WESTERN DIGITAL CORP

Form 4 April 15, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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 \* CORDANO MICHAEL D

2. Issuer Name and Ticker or Trading

Symbol

WESTERN DIGITAL CORP

[WDC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/13/2015

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

(Check all applicable)

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

Director 10% Owner Other (specify X\_ Officer (give title below)

President, HGST Subsidiary

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Desiration Constitute Assuring Dispersed of an Desirability Constitution

**IRVINE, CA 92612** 

(City)

(- 3)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	oie i - Non-	Derivative	Secu	rities Acqui	rea, Disposea oi,	or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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	04/13/2015		Code V M(1)	Amount 1,964	(D)	Price \$ 38.63	87,922	D	
Common Stock	04/13/2015		S(2)	8,152	D	\$ 96.7639	79,770	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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

#### number.

# 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. Transactic Code (Instr. 8)	5. Number on f 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	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	\$ 38.63	04/13/2015		M <u>(1)</u>	1,964	05/16/2013(4)	05/16/2019	Common Stock	1,964

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

President, HGST Subsidiary

## **Signatures**

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael D. O4/15/2015

\*\*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) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2014.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2014
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$96.6822 to a high of \$96.7898. 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.

Reporting Owners 2

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

The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at the end of each three-month period (4) through 2/16/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

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.