WESTERN DIGITAL CORP

Form 4

August 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

08/17/2015

Stock

1. Name and Address of Reporting Person ** RAY MICHAEL CHARLES			2. Issuer Name and Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer		
			VESTE	RN DIGI	TAL CO	ORP		(Chec	ck all applicable	;)
CORPORA	ERN DIGITAL TION, 3355	(N 08	Date of Month/Da 8/14/20	ay/Year)				Director 10% Owner Self-cert (give title Other (specify below) below) Sr. VP, Gen Cnsl & Secretary		
MICHELSO	ON DRIVE, SUIT	TE 100								
	(Street)	4.	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Fi	iled(Mont	th/Day/Year))			Applicable Line)		
IRVINE, CA 92612 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 Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution D any (Month/Day/	ate, if	3. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	08/14/2015			M	129 (1)	A	\$0	28,995	D	
Common Stock	08/14/2015			F	1,720 (2)	D	\$ 82.5	27,275	D	
Common Stock	08/17/2015			M(3)	1,360	A	\$ 38.63	28,635	D	
Common	08/17/2015			S (3)	3 469	D	\$	25 166	D	

 $S^{(3)}$

3,469 D

25,166

7.9083

82.02

D

I

Common by Trust Stock 401(K)

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

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SEC 1474

(9-02)

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. 5. Number of TransactionDerivative 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 An Underlying Sec (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Dividend Equivalent Rights	(1)	08/14/2015		M		129.2956	<u>(1)</u>	<u>(1)</u>	Common Stock	
Employee Stock Option (right to buy)	\$ 38.63	08/17/2015		M(3)		1,360	05/16/2013(4)	05/16/2019	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Ketauonsnips					
	Director	10% Owner	Officer	Other		

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

Sr. VP, Gen Cnsl & Secretary

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael C. Ray 08/18/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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 connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$24.39 was also paid to the holder to settle a fractional dividend equivalent of 0.2956.
- (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 April 30, 2015.
- 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 through 8/16/2015. 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.