

WESTERN DIGITAL CORP
Form 3
November 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â BHATIA MANISH H
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/04/2016

3. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP, Silicon Operations

C/O WESTERN DIGITAL CORPORATION,Â 3355 MICHELSON DRIVE, SUITE 100

(Street)

IRVINE,Â CAÂ 92612

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

87,720 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Dividend Equivalent Rights	Â (2)	Â (2)	Common Stock	1,567.8187	\$ (2)	D	Â
Employee Stock Option (right to buy)	05/15/2016 ⁽³⁾	02/14/2020	Common Stock	15,932	\$ 25.56	D	Â
Employee Stock Option (right to buy)	05/18/2016 ⁽⁴⁾	02/17/2021	Common Stock	31,865	\$ 36.87	D	Â
Employee Stock Option (right to buy)	05/17/2016 ⁽⁵⁾	02/16/2022	Common Stock	51,591	\$ 40.63	D	Â
Employee Stock Option (right to buy)	08/03/2017 ⁽⁶⁾	08/03/2023	Common Stock	51,685	\$ 44.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHATIA MANISH H C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	Â	Â	Â EVP, Silicon Operations	Â

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Manish H. Bhatia 11/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Consists of 87,720 unvested awards of restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (2) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- (3) The option vests in substantially equal installments at the end of each three-month period through February 15, 2017. The first installment became exercisable on May 15, 2016.
- (4) The option vests in substantially equal installments at the end of each three-month period through February 18, 2018. The first installment became exercisable on May 18, 2016.
- (5) The option vests in substantially equal installments at the end of each three-month period through February 17, 2019. The first installment became exercisable on May 17, 2016.
- (6) The option vests 25% on the first anniversary of the grant date of August 3, 2016 and 6.25% at the end of each three-month period thereafter.

Â

Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â Power-of-Attorney

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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