

RAY MICHAEL CHARLES  
Form 4  
February 01, 2018

**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 \*  
RAY MICHAEL CHARLES

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, Chief Legal Officer & Sec

(Last) (First) (Middle)  
C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2018

SAN JOSE, CA 95119  
(City) (State) (Zip)

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

**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                    | 01/30/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 21,935                                                                                        | A                                                        | \$ 44.78                                              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 70,164                                                |
| Common Stock                    | 01/30/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 21,425                                                                                        | D                                                        | \$ 86.3282                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 48,739                                                |
| Common Stock                    | 01/30/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 9,803                                                                                         | D                                                        | \$ 86.6788                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 38,936                                                |
| Common Stock                    | 01/31/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 2,416                                                                                         | A                                                        | \$ 68.53                                              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 41,352                                                |

Edgar Filing: RAY MICHAEL CHARLES - Form 4

Stock

|              |            |                  |       |   |          |        |   |                 |
|--------------|------------|------------------|-------|---|----------|--------|---|-----------------|
| Common Stock | 01/31/2018 | M <sup>(1)</sup> | 1,365 | A | \$ 68.49 | 42,717 | D |                 |
| Common Stock | 01/31/2018 | S <sup>(1)</sup> | 3,781 | D | \$ 89.18 | 38,936 | D |                 |
| Common Stock |            |                  |       |   |          | 8.5455 | I | by Trust 401(K) |

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

**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.**

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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy)       | \$ 44.78                                               | 01/30/2018                           |                                                    | M <sup>(1)</sup>               | 21,935                                                                                  | 08/03/2017 <sup>(4)</sup> 08/03/2023                     | Common Stock                                                | 21,935                     |
| Employee Stock Option (right to buy)       | \$ 68.49                                               | 01/31/2018                           |                                                    | M <sup>(1)</sup>               | 1,365                                                                                   | 08/14/2014 <sup>(5)</sup> 08/14/2020                     | Common Stock                                                | 1,365                      |
| Employee Stock Option (right to buy)       | \$ 68.53                                               | 01/31/2018                           |                                                    | M <sup>(1)</sup>               | 2,416                                                                                   | 11/03/2016 <sup>(6)</sup> 11/03/2022                     | Common Stock                                                | 2,416                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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 Attorney-in-Fact For: Michael  
 C. Ray

02/01/2018

\_\_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) 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.
- (2) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$85.58 to a high of \$86.57. 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.
- (3) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$86.58 to a high of \$86.88. 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.
- (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 11/3/2017. 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.
- (5) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (6) The option vested 25% one year from the grant date of 11/3/2015, and an additional 6.25% vested at the end of each three-month period through 11/3/2017. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/3/2019.

### Remarks:

The Reporting Person acquired an aggregate of 0.0501 shares of WDC common stock under a reinvestment feature of the Issu

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.