

Sivaram Srinivasan
Form 4
February 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Sivaram Srinivasan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2018

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Memory Technology

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY

(Street)

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

SAN JOSE, CA 95119

(City) (State) (Zip)

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 | 02/16/2018 | | M | | 506 ⁽¹⁾ A \$ 0 | 103,251.498 | D |
| Common Stock | 02/16/2018 | | F | | 3,703 ⁽²⁾ D \$ 84.91 | 99,548.498 | D |
| Common Stock | 02/17/2018 | | M | | 253 ⁽³⁾ A \$ 0 | 99,801.498 | D |
| Common Stock | 02/17/2018 | | F | | 2,447 ⁽²⁾ D \$ 84.91 | 97,354.498 | D |
| | 02/18/2018 | | M | | 101 ⁽⁴⁾ A \$ 0 | 97,455.498 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|---------------------|---|---------------|------------|---|
| Common Stock | | | | | | | | |
| Common Stock | 02/18/2018 | | F | <u>1,042</u> (2) | D | \$ 84.91 | 96,413.498 | D |
| Common Stock | 02/21/2018 | | S ⁽⁵⁾ | 8,765 | D | \$ 86.6319 | 87,648.498 | D |
| Common Stock | 02/21/2018 | | S ⁽⁵⁾ | 2,100 | D | \$ 87.0381 | 85,548.498 | D |

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

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(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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Dividend Equivalent Rights | <u>(1)</u> | 02/16/2018 | | M | 506.2123 | <u>(1)</u> <u>(1)</u> | Common Stock 506.2123 |
| Dividend Equivalent Rights | <u>(3)</u> | 02/17/2018 | | M | 253.1062 | <u>(3)</u> <u>(3)</u> | Common Stock 253.1062 |
| Dividend Equivalent Rights | <u>(4)</u> | 02/18/2018 | | M | 101.2325 | <u>(4)</u> <u>(4)</u> | Common Stock 101.2325 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sivaram Srinivasan C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY | | | EVP, Memory Technology | |

SAN JOSE, CA 95119

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Srinivasan
Sivaram

02/21/2018

__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 equal to \$18.03 was also paid to the holder to settle a fractional dividend equivalent of 0.2123.

(2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

(3) 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 \$9.02 was also paid to the holder to settle a fractional dividend equivalent of 0.1062.

(4) 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 \$19.74 was also paid to the holder to settle a fractional dividend equivalent of 0.2325.

(5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2017.

(6) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$85.99 to a high of \$86.98. 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.

(7) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$86.99 to a high of \$87.12. 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.

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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