WESTERN DIGITAL CORP

Form 4 July 05, 2017

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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may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sivaram Srinivasan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WESTERN DIGITAL CORP

[WDC]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Zip)

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title below)

EVP Memory Technology

07/01/2017

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY

> 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95119

(City)

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)		osed of (D) So , 4 and 5) B		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(111511111)
Common Stock	07/01/2017		M	491 (1)	A	\$ 0	93,384.498 (2)	D	
Common Stock	07/01/2017		F	8,076 (3)	D	\$ 88.6	85,308.498	D	
Common Stock	07/05/2017		S(4)	14,400	D	\$ 84.967 (5)	70,908.498	D	
Common Stock	07/05/2017		S(4)	1,649	D	\$ 85.8549	69,259.498	D	

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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)	Code	5. Number of onDerivative 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>	07/01/2017		M		491.3959	<u>(1)</u>	<u>(1)</u>	Common Stock	491.395

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sivaram Srinivasan C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119

EVP Memory Technology

Signatures

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

07/05/2017

**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).
 - 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 \$35.08 was also
- (1) paid to the holder to settle a fractional dividend equivalent of 0.3959. Balance excludes the dividend equivalents that will be earned in connection with the June 30, 2017 dividend record date. The related dividend equivalents will be determined on the July 17, 2017 dividend payable date.
- (2) Includes 525 share acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2017.
- (3) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (4) 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.

Reporting Owners 2

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- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of (5) \$84.52 to a high of \$85.28. 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.
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$85.65 to a high of \$85.95. 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. 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.