

RAY MICHAEL CHARLES

Form 4

February 01, 2018

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RAY MICHAEL CHARLES

(Last) (First) (Middle)

C/O WESTERN DIGITAL  
CORPORATION, 5601 GREAT  
OAKS PARKWAY

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Chief Legal Officer & Sec

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2018		M <sup>(1)</sup>	21,935 A	\$ 44.78 70,164	D	
Common Stock	01/30/2018		S <sup>(1)</sup>	21,425 D	\$ 86.3282 48,739	D	
Common Stock	01/30/2018		S <sup>(1)</sup>	9,803 D	\$ 86.6788 38,936	D	
Common Stock	01/31/2018		M <sup>(1)</sup>	2,416 A	\$ 68.53 41,352	D	

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Stock

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

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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

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