WESTERN DIGITAL CORP

Form 4 May 23, 2016

FORM 4

Check this box

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

Washington, D.C. 20549

if no longer subject to
Section 16.
Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name **and** Ticker or Trading CORDANO MICHAEL D Symbol 5. Relationship of Reporting Person(s) to Issuer

WESTERN DIGITAL CORP
[WDC] (Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction _____ Director _____ 10% Owner _____ (Month/Day/Vear) _____ X__ Officer (give title _____ Other (specify

C/O WESTERN DIGITAL

(Month/Day/Year)

05/12/2016

(Month/Day/Year)

-X_Officer (give title ___Other (specify below)

below)

President and COO

President and COO

CORPORATION, 3355 MICHELSON DRIVE, SUITE 100

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

_X_Form filed by One Reporting Person

X Form filed by One Reporting Person

IRVINE, CA 92612

____ Form filed by More than One Reporting
Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s)
Or (Instr. 3 and 4)

Common Stock 05/12/2016 A 43 A (1) 59,894 (2) D

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)

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January 31,

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	str. 8) Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security	ity Acquired									Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date Exercisable	Expiration Date	or			
								Title Number			
								of			
				Code V	(A) (D)			Sł	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

President and COO

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael D. Cordano

05/23/2016

**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).

Acquired in connection with the merger (the "Merger") of a wholly owned subsidiary of the Issuer ("Merger Sub") with and into SanDisk Corporation ("SanDisk") pursuant to the Agreement and Plan of Merger, dated October 21, 2015, by and among the Issuer, Merger Sub and SanDisk (the "Merger Agreement"). Pursuant to the Merger Agreement, at the effective time of the Merger, each share of SanDisk

- (1) common stock owned by the reporting person was converted into the right to receive \$67.50 in cash and 0.2387 shares of the Issuer's common stock. On the effective date of the Merger, the closing price of the Issuer's common stock was \$36.36 per share. The reporting person acquired the shares of SanDisk common stock in the open market and through dividend reinvestments during the period from November 9, 2012 to August 7, 2015.
- (2) Includes 169 shares acquired under the issuer's Employee Stock Purchase Plan on November 31, 2015.

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.

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