

BHATIA MANISH H
Form 4
August 21, 2017

FORM 4

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

OMB APPROVAL

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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 *
BHATIA MANISH H

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 Silicon Operations

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2017

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)			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	08/18/2017		M ⁽¹⁾			12,922	A	\$ 44.78	82,614	D	
Common Stock	08/18/2017		M ⁽¹⁾			3,224	A	\$ 40.63	85,838	D	
Common Stock	08/18/2017		M ⁽¹⁾			3,984	A	\$ 36.87	89,822	D	
Common Stock	08/18/2017		S ⁽¹⁾			20,130	D	\$ 82.3754	69,692	D	
								<u>(2)</u>			

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.87	08/18/2017		M ⁽¹⁾	3,984	05/18/2016 ⁽³⁾ 02/17/2021	Common Stock	3,984
Employee Stock Option (right to buy)	\$ 40.63	08/18/2017		M ⁽¹⁾	3,224	05/17/2016 ⁽⁴⁾ 02/16/2022	Common Stock	3,224
Employee Stock Option (right to buy)	\$ 44.78	08/18/2017		M ⁽¹⁾	12,922	08/03/2017 ⁽⁵⁾ 08/03/2023	Common Stock	12,922

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHATIA MANISH H C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP Silicon Operations	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Manish
Bhatia

08/21/2017

__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).
- (1) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2017.
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of
- (2) \$81.96 to a high of \$82.78. 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) The option vests in substantially equal installments at the end of each three-month period through February 18, 2018. The first installment became exercisable on May 18, 2016.
- (4) The option vests in substantially equal installments at the end of each three-month period through February 17, 2019. The first installment became exercisable on May 17, 2016.
- (5) The option vested 25% one year from the grant date of 8/3/2016. 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.

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.