SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\Box	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
	Instruction 1(D).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* CORDANO MICHAEL D			2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]		ationship of Reporting Pe < all applicable) Director	rson(s) to Issuer 10% Owner
	(First) N DIGITAL CO DAKS PARKWA		3. Date of Earliest Transaction (Month/Day/Year) 09/18/2017	_ X	Officer (give title below) President and	Other (specify below)
(Street) SAN JOSE CA 95119 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More the Person	porting 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/18/2017		M ⁽¹⁾		1,401	A	\$68.53	75,385	D	
Common Stock	09/18/2017		M ⁽¹⁾		4,959	A	\$68.49	80,344	D	
Common Stock	09/18/2017		S ⁽¹⁾		5,960	D	\$88.4746 ⁽²⁾	74,384	D	
Common Stock	09/18/2017		S ⁽¹⁾		3,444	D	\$89.112 ⁽³⁾	70,940	D	

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. Transa Code (8)		of Deri Secu Acqu (A) c Disp of (D	osed)) tr. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	e Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 68.49	09/18/2017		M ⁽¹⁾			4,959	08/14/2014 ⁽⁴⁾	08/14/2020	Common Stock	4,959	\$0.0	487	D	
Employee Stock Option (right to buy)	\$ 68.53	09/18/2017		M ⁽¹⁾			1,401	11/03/2016 ⁽⁵⁾	11/03/2022	Common Stock	1,401	\$0.0	12,611	D	

Explanation of Responses:

1. These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, 2016.

2. Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$87.90 to a high of \$88.89. 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 \$88.92 to a high of \$89.27. 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% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

5. 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 8/3/2017. 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.

By: /s/ Sandra Garcia Attorney-
in-Fact For: Michael D.09/20/2017Cordano09/20/2017

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.