SEC Form 4

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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

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

I		3235-0287
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	hours per response:	0.5

			or bestion bo(n) of the investment bompany rist of 1040			
1. Name and Address of Reporting Person [*] BHATIA MANISH H			2. Issuer Name and Ticker or Trading Symbol <u>WESTERN DIGITAL CORP</u> [WDC]		tionship of Reporting Per all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
	(First) RN DIGITAL CO OAKS PARKW		3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017		below) EVP Silicon O	below) perations
(Street) SAN JOSE CA 95119 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filin 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) le (Instr.			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	05/01/2017		M ⁽¹⁾		13,295	A	\$40.63	76,992	D	
Common Stock	05/01/2017		S ⁽¹⁾		10,100	D	\$86.7798 ⁽²⁾	66,892	D	
Common Stock	05/01/2017		S ⁽¹⁾		3,195	D	\$87.7862 ⁽³⁾	63,697	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cais, warants, 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)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$40.63	05/01/2017		M ⁽¹⁾			13,295	05/17/2016 ⁽⁴⁾	02/16/2022	Common Stock	13,295	\$0.0	25,796	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 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 \$86.30 to a high of \$87.29. 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 \$87.30 to a high of \$88.25. The Reporting Person undertakes to provide to provide to the Issuer.

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.

• The option vesto in substantianty equal installments at the end of each uncernitation period unough restuary 17, 2019. The first installment became exercisable on May 17, 201

By: /s/ Sandra Garcia Attorneyin-Fact For: Manish Bhatia

** 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.