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. <i>See</i> Instruction 1(b).
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

OMB Number:	3235-0287
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1. Name and Add <u>RAY MICH</u>	ress of Reporting		2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]		ationship of Reporting Per (all applicable) Director	10% Owner	
(Last) (First) (Middle)				X	Officer (give title below)	Other (specify below)	
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,	,	
CO WESTER			05/04/2018		EVP, Chief Legal C	Officer & Sec	
C/O WESTERN DIGITAL CORPORATION							
5601 GREAT OAKS PARKWAY							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filin	g (Check Applicable	
(Street)				X	Form filed by One Bor	orting Borcon	
SAN JOSE	CA	95119			Form filed by One Reporting Person		
					Form filed by More that Person	n One Reporting	
(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.4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)		(111501. 4)
Common Stock	05/04/2018		M ⁽¹⁾		4,386	A	\$44.78	99,812	D	
Common Stock	05/04/2018		S ⁽¹⁾		4,386	D	\$76.64	95,426	D	
Common Stock								8.5929	Ι	by Trust 401(K)

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		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)	\$44.78	05/04/2018		M ⁽¹⁾			4,386	08/03/2017 ⁽²⁾	08/03/2023	Common Stock	4,386	\$0.0	39,482	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 October 30, 2017.

2. 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 5/3/2018. 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.

Remarks:

The Reporting Person acquired an aggregate of 0.0474 shares of WDC common stock under a reinvestment feature of the Issuer's 401(k) plan since his last filing. The reported indirect holdings are based on shares held under the 401(k) plan as reported on May 2, 2018.

By: /s/ Sandra Garcia Attorney-05/08/2018

in-Fact For: Michael C. Ray

** 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.