## 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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person <sup>*</sup><br>Cole Martin I |         |           | 2. Issuer Name and Ticker or Trading Symbol<br>WESTERN DIGITAL CORP [ WDC ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |  |  |  |  |
|---|---------|-----------|---|---|--|--|--|--|--|
|   |         |           |   | X Director 10% Owner  |  |  |  |  |  |
|   |         |           |   | Officer (give title Other (specify                                      |  |  |  |  |  |
| (Last)  | (First) | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/03/2015              | below) below)   |  |  |  |  |  |
| C/O WESTERN DIGITAL CORPORATION                                       |         |           | 11/03/2015  |   |  |  |  |  |  |
| 3355 MICHELSON DRIVE, SUITE 100                                       |         | SUITE 100 |   |   |  |  |  |  |  |
|   |         |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)             |  |  |  |  |  |
| (Street)  |         |           |   | X Form filed by One Reporting Person                                    |  |  |  |  |  |
| IRVINE  | CA      | 92612     |   | Form filed by More than One Reporting<br>Person                         |  |  |  |  |  |
| (City)  | (State) | (Zip)     |   |   |  |  |  |  |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |                     | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|---------------------|---|---|---|
|                                 |  |   | Code                        | v | Amount | (A) or<br>(D) | Price               | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130. 4)   |
| Common Stock                    | 11/03/2015                                 |   | М                           |   | 44(1)  | Α             | \$0.0               | 2,100   | D   |   |
| Common Stock <sup>(2)</sup>     | 11/04/2015                                 |   | Α                           |   | 3,282  | A             | \$ <mark>0.0</mark> | 5,382   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   |     |        | 6. Date Exerc<br>Expiration Da<br>(Month/Day/N | ate                | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)    | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Dividend<br>Equivalent<br>Rights                    | (1)   | 11/03/2015                                 |   | М                            |   |     | 44.451 | (1)  | (1)                | Common<br>Stock   | 44.451                                 | \$0.0   | 0  | D  |  |

Explanation of Responses:

1. The dividend equivalents were converted into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$30.91 was also paid to the holder to settle a fractional dividend equivalent of 0.4510.

2. Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

By: /s/ Sandra Garcia Attorney-11/05/2015

<u>in-Fact For: Martin I. Cole</u>

\*\* 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.