

WESTERN DIGITAL CORP

Form 4

December 13, 2016

**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 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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MEHROTRA SANJAY**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**WESTERN DIGITAL CORP**  
**[WDC]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**C/O WESTERN DIGITAL  
CORPORATION, 3355  
MICHELSON DRIVE, SUITE 100**

(Street)

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

**IRVINE, CA 92612**

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/09/2016                              |                                                             | M                                    | 100,000                                                                 | A \$ 40.85                                                                                                         | 104,089                                                                 | D                                                                 |
| Common<br>Stock                       | 12/09/2016                              |                                                             | S                                    | 95,200                                                                  | D \$ 68.0478<br>(1)                                                                                                | 8,889                                                                   | D                                                                 |
| Common<br>Stock                       | 12/09/2016                              |                                                             | S                                    | 4,800                                                                   | D \$ 68.6677<br>(2)                                                                                                | 4,089                                                                   | D                                                                 |
| Common                                |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 9,208                                                                   | I By                                                              |

|              |        |   |  |              |
|--------------|--------|---|--|--------------|
| Stock        |        |   |  | Family Trust |
| Common Stock | 19,192 | I |  | by GRAT      |

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

**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 control number.**

SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Am Nur Sha                                            |
| Non-Qualified Stock Option (right to buy)  | \$ 40.85                                               | 12/09/2016                           |                                                    | M                              | 100,000                                                                                 | <u>(3)</u> 05/12/2017                                    | Common Stock 10                                             |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MEHROTRA SANJAY  
C/O WESTERN DIGITAL CORPORATION  
3355 MICHELSON DRIVE, SUITE 100  
IRVINE, CA 92612

X

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Sanjay Mehrotra

12/13/2016

\_\_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).

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of (1) \$67.585 to a high of \$68.58. The Reporting Person undertakes to provide to 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.

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- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of
- (2) \$68.595 to a high of \$68.86. 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 stock option is fully vested and immediately exercisable.

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

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