

MILLIGAN STEPHEN D  
Form 4  
January 31, 2018

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLIGAN STEPHEN D

(Last) (First) (Middle)

C/O WESTERN DIGITAL  
CORPORATION, 5601 GREAT  
OAKS PARKWAY

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2018		M <sup>(1)</sup>	82,554 A	\$ 44.78 231,126 <sup>(2)</sup>	D	
Common Stock	01/29/2018		S <sup>(1)</sup>	56,110 D	\$ 87.6571 175,016 <sup>(3)</sup>	D	
Common Stock	01/29/2018		S <sup>(1)</sup>	26,433 D	\$ 88.6935 148,583 <sup>(4)</sup>	D	
Common	01/29/2018		S <sup>(1)</sup>	8,212 D	\$ 140,371	D	

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Stock	89,4183			
	<u>(5)</u>			
Common Stock	22,500	I		By Family Trust

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

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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)
Employee Stock Option (right to buy)	\$ 44.78	01/29/2018		M <sup>(1)</sup>	82,554	08/03/2017 <sup>(6)</sup> 08/03/2023	Common Stock 82,5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119	X		Chief Executive Officer	

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D. Milligan

01/31/2018

                     \*\*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).

(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) Includes 63 shares acquired under the Issuer's Employee Stock Purchase Plan on November 30, 2017.

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of  
(3) \$87.22 to a high of \$88.21. 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  
(4) \$88.22 to a high of \$89.21. 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  
(5) \$89.22 to a high of \$89.76. 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.

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  
(6) through 11/3/2017. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/3/2020.

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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