

WESTERN DIGITAL CORP

Form 4

April 11, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORDANO MICHAEL 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)
04/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/07/2017		M ⁽¹⁾		7,007	A	\$ 68.53	62,878	D	
Common Stock	04/07/2017		M ⁽¹⁾		15,170	A	\$ 68.49	78,048	D	
Common Stock	04/07/2017		S ⁽¹⁾		22,177	D	\$ 85	55,871	D	
Common Stock	04/10/2017		M ⁽¹⁾		4,960	A	\$ 68.49	60,831	D	
	04/10/2017		S ⁽¹⁾		4,960	D	\$ 85.4	55,871	D	

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Common
Stock

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 68.49	04/07/2017		M ⁽¹⁾	15,170	08/14/2014 ⁽²⁾	08/14/2020	Common Stock	15,170
Employee Stock Option (right to buy)	\$ 68.49	04/10/2017		M ⁽¹⁾	4,960	08/14/2014 ⁽²⁾	08/14/2020	Common Stock	4,960
Employee Stock Option (right to buy)	\$ 68.53	04/07/2017		M ⁽¹⁾	7,007	11/03/2016 ⁽³⁾	11/03/2022	Common Stock	7,007

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CORDANO MICHAEL D
C/O WESTERN DIGITAL CORPORATION
5601 GREAT OAKS PARKWAY
SAN JOSE, CA 95119

President and COO

Signatures

By: /s/ Van Huynh Attorney-in-Fact For: Michael D.
Cordano

04/11/2017

__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 August 8, 2016.

The option vested 25% one year from the grant date of 8/14/2013, and an additional 6.25% vested at the end of each three-month period through 2/14/2017. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/14/2017.

(3) The option vested 25% one year from the grant date of 11/3/2015, and an additional 6.25% vested at the end of each three-month period through 2/3/2017. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/3/2019.

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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