

WESTERN DIGITAL CORP

Form 4

February 21, 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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BHATIA MANISH H**

(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)  
**02/17/2017**

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)  
**EVP Silicon Operations**

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	02/17/2017		M		113 <sup>(1)</sup>	A \$ 0	82,929 D
Common Stock	02/17/2017		F		2,289 <sup>(2)</sup>	D \$ 74.91	80,640 D
Common Stock	02/18/2017		M		139 <sup>(3)</sup>	A \$ 0	80,779 D
Common Stock	02/18/2017		F		2,814 <sup>(2)</sup>	D \$ 74.91	77,965 D

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	(1)	02/17/2017		M		113.0071		(1)	(1)	Common Stock	113.007
Dividend Equivalent Rights	(3)	02/18/2017		M		139.583		(3)	(3)	Common Stock	139.583

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BHATIA MANISH H  
C/O WESTERN DIGITAL CORPORATION  
5601 GREAT OAKS PARKWAY  
SAN JOSE, CA 95119

EVP Silicon Operations

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Manish  
Bhatia

02/21/2017

\_\_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).

- 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
- (1) connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$0.53 was also paid to the holder to settle a fractional dividend equivalent of 0.0071.
  - (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
  - (3)

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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 \$43.67 was also paid to the holder to settle a fractional dividend equivalent of 0.583.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.