

LONG MARK P
Form 4
July 20, 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 *
LONG MARK P

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)
07/19/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Pres WD Capital, CSO & CFO

C/O WESTERN DIGITAL
CORPORATION, 5601 GREAT
OAKS PARKWAY

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN JOSE, CA 95119

(City) (State) (Zip)

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	07/19/2017		M		1,545 (1)	A	\$ 0	53,551	D
Common Stock	07/19/2017		A		56,551 (2)	A	\$ 0	110,102	D
Common Stock	07/19/2017		F		12,609 (3)	D	\$ 94.48	97,493	D
Common Stock	07/19/2017		S ⁽⁴⁾		17,028	D	\$ 93.8435 (5)	80,465	D

Common Stock	07/20/2017	S ⁽⁴⁾	11,557	D	\$ 94.8242 (6)	68,908	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Number of Shares
Dividend Equivalent Rights	(1)	07/19/2017		M		1,545.542		(1)	(1)	Common Stock	1,545.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG MARK P C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			Pres WD Capital, CSO & CFO	

Signatures

By: /s/Sandra Garcia Attorney-in-Fact For: Mark Long 07/20/2017

 **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) With respect to the dividend equivalents, an additional 2,502.8198 dividend equivalents were accrued in connection with a determination that the performance-based restricted stock units to which the dividend equivalents relate were achieved at a level greater than target. Of the total 3,863.6843 accrued dividend equivalents, 1,545 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 the performance-based restricted stock units to which the dividend equivalents relate, and the remaining accrued dividend equivalents will convert into, and be paid in the form of, shares of the Issuers common stock in connection with the vesting of the performance-based restricted stock unit award to which the dividend

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equivalents relate. A cash amount equal to \$51.21 was also paid to the holder to settle a fractional dividend of 0.5420.

- (2) Represents shares issued as payment in respect of the vesting of a performance-based restricted stock unit award. Of the total 56,551 shares, 22,621 vested on 7/22/2016, 22,620 shares will vest on 6/30/2018, and 11,310 shares will vest on 6/30/2019.
- (3) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2017.
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$93.48 to a high of \$94.31. 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.
- (6) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$94.28 to a high of \$95.01. 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.

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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