

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 \*  
**BHATIA MANISH H**

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

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

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)  
EVP, Silicon Operations

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	12/09/2016		M	11,949 A	\$ 36.87 100,193 <sup>(1)</sup>	D	
Common Stock	12/09/2016		M	11,949 A	\$ 25.56 112,142	D	
Common Stock	12/09/2016		S	23,898 D	\$ 67.9837 88,244 <sup>(2)</sup>	D	

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 of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 25.56	12/09/2016		M	11,949	05/15/2016 <sup>(3)</sup> 02/14/2020	Common Stock 11,949
Employee Stock Option (right to buy)	\$ 36.87	12/09/2016		M	11,949	05/18/2016 <sup>(4)</sup> 02/17/2021	Common Stock 11,949

## Reporting Owners

Reporting Owner Name / Address	Relationships
BHATIA MANISH H C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	Director 10% Owner Officer Other EVP, Silicon Operations

## Signatures

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

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).

(1) Includes 524 shares acquired under the issuer's Employee Stock Purchase Plan on November 30, 2016.

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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) \$67.95 to a high of \$68.12. 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 option vests in substantially equal installments at the end of each three-month period through February 15, 2017. The first installment became exercisable on May 15, 2016.
  - (4) The option vests in substantially equal installments at the end of each three-month period through February 18, 2018. The first installment became exercisable on May 18, 2016.

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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