DeMaria Jacqueline
Form 4
August 07, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Print or Type Responses)

1. Name and Address of Reporting Person * DeMaria Jacqueline	2. Issuer Name **and** Ticker or Trading Symbol **WESTERN DIGITAL CORP [WDC]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) EVP & Chief Human Res Officer
(Last) (First) (Middle) C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2017	
(Street) SAN JOSE, CA 95119	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
(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	08/03/2017		M(1)		14,358	A	$ 44.78	75,772	D	
Common Stock	08/03/2017		S(1)		14,358	D	$ 84.5252 (2)	61,414	D	
Common Stock	08/03/2017		M		174 (3)	A	$ 0	61,588	D	
Common Stock	08/03/2017		F		3,348 (4)	D	$ 84.51	58,240	D	

| Common Stock | 08/04/2017 | | M | 175 (5) | A | $ 0 | 58,415 | D |
| Common Stock | 08/04/2017 | | F | 1,428 (4) | D | $ 81.17 | 56,987 | D |

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Dividend Equivalent Rights	(3)	08/03/2017		M		174.1407		(3)	(3)	Common Stock	1
Dividend Equivalent Rights	(5)	08/04/2017		M		175.0442		(5)	(5)	Common Stock	1
Employee Stock Option (right to buy)	$ 44.78	08/03/2017		M(1)		14,358		08/03/2017(6)	08/03/2023	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeMaria Jacqueline C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP & Chief Human Res Officer	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Jacqueline M. DeMaria

08/07/2017

<u>**</u>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 March 17, 2017.

(2)   Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of $84.26 to a high of $84.98. 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 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 $11.89 was also paid to the holder to settle a fractional dividend equivalent of 0.1407.

(4)   Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

(5)   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 $3.59 was also paid to the holder to settle a fractional dividend equivalent of 0.0442.

(6)   The option vested 25% one year from the grant date of 8/3/2016. 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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