

CORDANO MICHAEL D

Form 4

August 06, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CORDANO MICHAEL D2. 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)  
C/O WESTERN DIGITAL  
CORPORATION, 5601 GREAT  
OAKS PARKWAY3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2018☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and COO(Street)  
SAN JOSE, CA 95119

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/02/2018		M		187 <sup>(1)</sup>	A \$ 0	247,137 D
Common Stock	08/02/2018		F		3,998 <sup>(2)</sup>	D \$ 68.52	243,139 D
Common Stock	08/03/2018		M		406 <sup>(1)</sup>	A \$ 0	243,545 D
Common Stock	08/03/2018		F		4,052 <sup>(2)</sup>	D \$ 67.96	239,493 D
	08/04/2018		M		673 <sup>(1)</sup>	A \$ 0	240,166 D

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Common  
Stock

Common Stock	08/04/2018	F	3,894 (2)	D	\$ 67.96	236,272	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 o Number o Shares
Dividend Equivalent Rights	(1)	08/02/2018		M	187.7396	(1) (1)	Common Stock 187.739
Dividend Equivalent Rights	(1)	08/03/2018		M	406.9885	(1) (1)	Common Stock 406.988
Dividend Equivalent Rights	(1)	08/04/2018		M	673.6154	(1) (1)	Common Stock 673.615

## 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/ Sandra Garcia Attorney-in-Fact For: Michael D.  
Cordano

08/06/2018

\*\*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 was also paid to the holder to settle a fractional dividend equivalent.

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

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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