

LONG MARK P  
Form 4  
August 06, 2018

**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)

\_\_\_\_ 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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2018

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	08/02/2018		M		129 <sup>(1)</sup>	A \$ 0	191,154 D
Common Stock	08/02/2018		F		2,749 <sup>(2)</sup>	D \$ 68.52	188,405 D
Common Stock	08/03/2018		M <sup>(3)</sup>		2,233	A \$ 44.78	190,638 D
Common Stock	08/03/2018		S <sup>(3)</sup>		2,233	D \$ 68.74	188,405 D
	08/03/2018		M		203 <sup>(1)</sup>	A \$ 0	188,608 D

Common  
Stock

Common Stock	08/03/2018	F	2,026 (2)	D	\$ 67.96	186,582	D
Common Stock	08/06/2018	S(3)	1,214	D	\$ 67.65	185,368	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Dividend Equivalent Rights	<u>(1)</u>	08/02/2018		M		129.0754		<u>(1)</u>	<u>(1)</u>	Common Stock	1
Dividend Equivalent Rights	<u>(1)</u>	08/03/2018		M		203.5204		<u>(1)</u>	<u>(1)</u>	Common Stock	2
Employee Stock Option (right to buy)	\$ 44.78	08/03/2018		M <u>(3)</u>		2,233		08/03/2017 <u>(4)</u>	08/03/2023	Common Stock	

## 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

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).  
(3) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 30, 2018.  
  
The option vested 25% one year from the grant date of 8/3/2016, and an additional 6.25% vested at the end of each three-month period  
(4) through 8/3/2018. 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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