WESTERN DIGITAL CORP

Form 4

September 13, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

DeMaria Jacqueline

2. Issuer Name and Ticker or Trading

Symbol

WESTERN DIGITAL CORP

[WDC]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

09/11/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O WESTERN DIGITAL

CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

(State)

(Zip)

2. Transaction Date 2A. Deemed

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Director 10% Owner Other (specify X_ Officer (give title below)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

EVP & Chief Human Res Officer

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

IRVINE, CA 92612

(City)

1.Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired

Applicable Line)

5. Amount of

Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 127 (1) A 09/11/2016 \$0 D M 50,243 Stock Common 841 (2) D 09/11/2016 F 49,402 D Stock

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	09/11/2016		M		127.3868	<u>(1)</u>	<u>(1)</u>	Common Stock	127.386

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeMaria Jacqueline C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

EVP & Chief Human Res Officer

Signatures

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

09/13/2016

**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).
- 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 \$19.96 was also paid to the holder to settle a fractional dividend equivalent of 0.3868.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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