

WESTERN DIGITAL CORP

Form 4

July 26, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LONG MARK P**

(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)  
**07/22/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Finance & CSO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	07/22/2016		M		1,310 (1)	A	\$ 0 25,058 D
Common Stock	07/22/2016		A		83,327 (2)	A	\$ 0 108,385 D
Common Stock	07/22/2016		F		16,301 (3)	D	\$ 52.4 92,084 D

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**

SEC 1474  
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Dividend Equivalent Rights	(1)	07/22/2016		M	436.9839	(1) (1)	Common Stock 436.983

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LONG MARK P  
C/O WESTERN DIGITAL CORPORATION  
3355 MICHELSON DRIVE, SUITE 100  
IRVINE, CA 92612

EVP, Finance & CSO

## Signatures

By: /s/ Van Huynh Attorney-in-Fact For: Mark Long

07/26/2016

\_\_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) With respect to the dividend equivalents, 1,140.7994 were previously accrued based on target level performance, and an additional 2,136.6181 dividend equivalents were accrued in connection with a determination that the performance-based restricted stock units to which the dividend equivalents relate were achieved at a level greater than target. Of the total 3,277.4175 accrued dividend equivalents, 1,310 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 the performance-based restricted stock units to which the dividend equivalents relate, and the remaining accrued dividend equivalents will convert into, and be paid in the form of, shares of the issuers common stock in connection with the vesting of the performance-based restricted stock unit award to which the dividend equivalents relate. A cash amount equal to \$49.85 was also paid to the holder to settle a fractional dividend
- (2) Represents shares issued as payment in respect of the vesting of a performance-based restricted stock unit award. Of the total 83,327 shares, 33,330 vested on 7/22/2016, 33,330 shares will vest on 7/1/2017, and 16,667 shares will vest on 7/1/2018.
- (3) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (4)

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The total number of derivative securities has been adjusted to reflect the cancellation of 549.7898 dividend equivalents in connection with the cancellation on 7/6/2016 of certain portions of the performance-based restricted stock unit award to which the dividend equivalents relate.

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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