

RAY MICHAEL CHARLES

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 *
RAY MICHAEL CHARLES

2. 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 PARKWAY

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Chief Legal Officer & Sec

(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 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		69 ⁽¹⁾	A \$ 0	107,155 D
Common Stock	08/02/2018		F		1,489 ⁽²⁾	D \$ 68.52	105,666 D
Common Stock	08/03/2018		M		399 ⁽¹⁾	A \$ 0	106,065 D
Common Stock	08/03/2018		F		3,980 ⁽²⁾	D \$ 67.96	102,085 D
	08/04/2018		M		259 ⁽¹⁾	A \$ 0	102,344 D

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Common Stock								
Common Stock	08/04/2018	F	<u>1,499</u> (2)	D	\$ 67.96	100,845	D	
Common Stock	08/06/2018	M ⁽³⁾	4,387	A	\$ 44.78	105,232	D	
Common Stock	08/06/2018	S ⁽³⁾	4,387	D	\$ 67.65	100,845	D	
Common Stock						8.6473	I	by Trust 401(K)

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Dividend Equivalent Rights	<u>(1)</u>	08/02/2018		M	69.9825	<u>(1)</u> <u>(1)</u>	Common Stock
Dividend Equivalent Rights	<u>(1)</u>	08/03/2018		M	399.7068	<u>(1)</u> <u>(1)</u>	Common Stock
Dividend Equivalent Rights	<u>(1)</u>	08/04/2018		M	259.3931	<u>(1)</u> <u>(1)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 44.78	08/06/2018		M ⁽³⁾	4,387	08/03/2017 ⁽⁴⁾ 08/03/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAY MICHAEL CHARLES C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP, Chief Legal Officer & Sec	

Signatures

By: /s/ Sandra Garcia For: Michael Ray 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 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 October 30, 2017.

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 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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