

WESTERN DIGITAL CORP  
Form 4  
September 15, 2015

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

OMB APPROVAL

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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 \*  
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/11/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Strategy Officer

C/O WESTERN DIGITAL CORPORATION, 3355 MICHELSON DRIVE, SUITE 100  
(Street)

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

IRVINE, CA 92612

(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 or Price		
Common Stock	09/11/2015		M		55 <sup>(1)</sup>	A	\$ 0 28,136 D
Common Stock	09/11/2015		F		1,475 <sup>(2)</sup>	D	\$ 80.53 26,661 D
Common Stock	09/14/2015		S <sup>(3)</sup>		1,354	D	\$ 81.1 25,307 D
Common Stock	09/15/2015		M <sup>(3)</sup>		876	A	\$ 48.63 26,183 D
	09/15/2015		S <sup>(3)</sup>		876	D	25,307 D

Common Stock \$ 80.96

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Dividend Equivalent Rights	<u>(1)</u>	09/11/2015		M	55.8528	<u>(1)</u> <u>(1)</u>	Common Stock 55
Employee Stock Option (right to buy)	\$ 48.63	09/15/2015		M <sup>(3)</sup>	876	02/13/2014 <sup>(4)</sup> 02/13/2020	Common Stock

## 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, Chief Strategy Officer

## Signatures

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

09/15/2015

\_\_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 \$68.68 was also paid to the holder to settle a fractional dividend equivalent of 0.8528.

(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 December 18, 2014.

(4) The option vested 25% one year from the grant date of 2/13/2013, and an additional 6.25% vested at the end of each three-month period through 8/13/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/13/2017.

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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