

WESTERN DIGITAL CORP  
Form 4  
February 16, 2017

**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 \*  
Sivaram Srinivasan

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)  
02/16/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP Memory Technology

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY  
(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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |   |
|                                 |                                      |  | Code                           | V   | Price   |  |   |
| Common Stock                    | 02/16/2017                           |  | M                              |   | 265 <sup>(1)</sup>  | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 109,830.498 <sub>(2)</sub>                            |
| Common Stock                    | 02/16/2017                           |  | F                              |   | 3,945 <sub>(3)</sub>  | D  | \$ 75.95  |
|                                 |                                      |  |                                |   |   |  | 105,885.498   |

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

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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 of Number of Shares                              |
| Dividend Equivalent Rights                 | <u>(1)</u>   | 02/16/2017                           |  | M                              | 265.9175  | <u>(1)</u> <u>(1)</u>                                    | Common Stock 265.9175   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Sivaram Srinivasan  
C/O WESTERN DIGITAL CORPORATION  
5601 GREAT OAKS PARKWAY  
SAN JOSE, CA 95119

EVP Memory Technology

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Srinivasan Sivaram

02/16/2017

     \*\*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 equal to \$69.68 was also paid to the holder to settle a fractional dividend equivalent of 0.9175.

(2) Includes 524 shares acquired under the Issuer's Employee Stock Purchase Plan on November 30, 2016.

(3) 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.

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