

WESTERN DIGITAL CORP  
Form 4  
January 26, 2017

**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  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLIGAN STEPHEN D

(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)  
01/24/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price             |                                                                                               |                                                          |                                                       |
| Common Stock                    | 01/24/2017                           |                                                    | M <sup>(1)</sup>               |                                                                   | 15,425 | A          | \$ 38.19          | 120,866                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/24/2017                           |                                                    | M <sup>(1)</sup>               |                                                                   | 24,654 | A          | \$ 43.11          | 145,520                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/24/2017                           |                                                    | S <sup>(1)</sup>               |                                                                   | 40,079 | D          | \$ 75             | 105,441                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/25/2017                           |                                                    | S <sup>(1)</sup>               |                                                                   | 28,340 | D          | \$ 79.9199<br>(2) | 77,101                                                                                        | D                                                        |                                                       |

# Edgar Filing: WESTERN DIGITAL CORP - Form 4

|                 |        |   |                       |
|-----------------|--------|---|-----------------------|
| Common<br>Stock | 22,500 | I | By<br>Family<br>Trust |
|-----------------|--------|---|-----------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 38.19                                                           | 01/24/2017                              |                                                             | M <sup>(1)</sup>                     | 15,425                                                                                                       | 03/19/2013 <sup>(3)</sup><br>03/19/2019                        | Common<br>Stock                                                | 15,425                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 43.11                                                           | 01/24/2017                              |                                                             | M <sup>(1)</sup>                     | 24,654                                                                                                       | 09/06/2013 <sup>(3)</sup><br>09/06/2019                        | Common<br>Stock                                                | 24,654                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                         |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer                 | Other |
| MILLIGAN STEPHEN D<br>C/O WESTERN DIGITAL CORPORATION<br>3355 MICHELSON DRIVE, SUITE 100<br>IRVINE, CA 92612 | X             |           | Chief Executive Officer |       |

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D. Milligan | 01/26/2017 |
|-----------------------------------------------------------------|------------|

\_\_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).
- (1) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 10, 2016.  
  
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of  
(2) \$79.78 to a high of \$80.03. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.  
(3) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

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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