

Sivaram Srinivasan
 Form 4
 May 30, 2018

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)
 05/29/2018

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/29/2018 | | M ⁽¹⁾ | 25,362 A \$ 44.78 | 110,910.498 | D | |
| Common Stock | 05/29/2018 | | M ⁽¹⁾ | 6,322 A \$ 30.2 | 117,232.498 | D | |
| Common Stock | 05/29/2018 | | M ⁽¹⁾ | 12,139 A \$ 36.87 | 129,371.498 | D | |
| Common Stock | 05/29/2018 | | M ⁽¹⁾ | 18,968 A \$ 40.63 | 148,339.498 | D | |
| | 05/29/2018 | | S ⁽¹⁾ | 2,700 D | 145,639.498 | D | |

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| | | | | | | | | |
|--------------|------------|--|--------------|--------|------------|------------|---------|------------|
| Common Stock | | | | | \$ | | | |
| | | | | | 86.7548 | | | |
| | | | | | <u>(2)</u> | | | |
| Common Stock | 05/29/2018 | | S <u>(1)</u> | 61,179 | D | \$ | 86.3415 | 84,460.498 |
| | | | | | | <u>(3)</u> | | 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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 30.2 | 05/29/2018 | | M <u>(1)</u> | 6,322 | 06/28/2016 ⁽⁴⁾ 06/27/2020 | Common Stock | 6,322 |
| Employee Stock Option (right to buy) | \$ 36.87 | 05/29/2018 | | M <u>(1)</u> | 12,139 | 05/18/2016 ⁽⁵⁾ 02/17/2021 | Common Stock | 12,139 |
| Employee Stock Option (right to buy) | \$ 40.63 | 05/29/2018 | | M <u>(1)</u> | 18,968 | 05/17/2016 ⁽⁶⁾ 02/16/2022 | Common Stock | 18,968 |
| Employee Stock Option (right to buy) | \$ 44.78 | 05/29/2018 | | M <u>(1)</u> | 25,362 | 08/03/2017 ⁽⁷⁾ 08/03/2023 | Common Stock | 25,362 |

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
Date: 05/30/2018

**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).
- (1) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2017, as amended on February 26, 2018.
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$86.695 to a high of \$86.90. 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.
 - (2) \$85.695 to a high of \$86.69. 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.
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$85.695 to a high of \$86.69. 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 vests in substantially equal installments at the end of each three-month period through June 28, 2017. The first installment became exercisable on June 28, 2016.
 - (4) The option vests in substantially equal installments at the end of each three-month period through February 18, 2018. The first installment became exercisable on May 18, 2016.
 - (5) The option vests in substantially equal installments at the end of each three-month period through February 17, 2019. The first installment became exercisable on May 17, 2016.
 - (6) 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 5/3/2018. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.