DeMaria Jacqueline Form 4 March 08, 2018

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A DeMaria Ja	2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]					ng	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)  C/O WEST  CORPORA  OAKS PAF	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018					Director 10% Owner Sofficer (give title Other (specify below) below)  EVP & Chief Human Res Officer					
					ndment, Date Original hth/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)	Tabl	le I - No	n-D	erivative (	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	2A. Deemed Execution Date, if			4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownersh Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	03/06/2018			A		74,139 (1)	A	\$ 0	129,424	D		
Common Stock	03/07/2018			M		2,335 (2)	A	\$ 0	131,759	D		
Common	03/07/2018			F		17,987	D	\$ 95.27	113,772	D		

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

(3)

95.27

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)			6. Date Exer Expiration D (Month/Day	7. Title and Underlying (Instr. 3 an	
	Security						Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Dividend Equivalent Rights	<u>(4)</u>	03/06/2018		A	3,114.2053		<u>(4)</u>	<u>(4)</u>	Common Stock
Dividend Equivalent Rights	(2)	03/07/2018		M		2,335.7484	(2)	(2)	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeMaria Jacqueline C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119

**EVP & Chief Human Res Officer** 

#### **Signatures**

By: /s/ Sandra Garcia For: Jacqueline M. DeMaria

03/08/2018

\*\*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).
- Represents stock units that have been earned by the Reporting Person as payment in respect of the vesting of performance-based restricted stock units. Of these shares 37,071 vested on March 7, 2018 and 37,068 will vest on March 7, 2019
- Represents dividend equivalents that 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 \$71.30 was also paid to the Reporting Person to settle a fractional dividend equivalent of 0.7484.
- (3) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

**(4)** 

Reporting Owners 2

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The dividend equivalents accrued in connection with a determination that the performance-based restricted stock units to which the dividend equivalents relate were achieved at a level greater than target.

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