

WESTERN DIGITAL CORP

Reported by
BHATIA MANISH H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/16/17 for the Period Ending 02/15/17

Address	5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119
Telephone	9496727000
CIK	0000106040
Symbol	WDC
SIC Code	3572 - Computer Storage Devices
Industry	Computer Hardware
Sector	Technology
Fiscal Year	06/28

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * BHATIA MANISH H (Last) (First) (Middle) C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY (Street) SAN JOSE, CA 95119 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/15/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Silicon Operations 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/15/2017		M		139 (1)	A	\$0.0	88383	D	
Common Stock	2/15/2017		F		2045 (2)	D	\$76.01	86338	D	
Common Stock	2/16/2017		M		239 (3)	A	\$0.0	86577	D	
Common Stock	2/16/2017		F		3761 (2)	D	\$75.95	82816	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(1)	2/15/2017		M		139.583		(1)	(1)	Common Stock	139.583	\$0.0	2130.0291	D	
Dividend Equivalent Rights	(3)	2/16/2017		M		239.3154		(3)	(3)	Common Stock	239.3154	\$0.0	1890.7137	D	

Explanation of Responses:

- (1) 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 \$44.31 was also paid to the holder to settle a fractional dividend equivalent of 0.5830.
- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (3) 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 \$23.95 was also paid to the holder to settle a fractional dividend equivalent of 0.3154.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHATIA MANISH H C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY			EVP Silicon Operations	

