

WESTERN DIGITAL CORP

Reported by **BHATIA MANISH H**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/21/17 for the Period Ending 02/17/17

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



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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 *				2.	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer						
DILATIA MANICILII				XX	WESTERN DICITAL CORRESPONDE							(Check all applicable)					
BHATIA MANISH H					WESTERN DIGITAL CORP [WDC]							Director		10	% Owner		
(Last) (Firs	t) (M	iddle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)				X Officer (give title below) Other (specify below)			fy below)					
					2/47/2047									EVP Silicon Operations			ry ociow)
C/O WESTERN DIGITAL					2/17/2017								2,1 2,11,011	орегино			
CORPORA		601 GRE	CAT OA	AKS													
PARKWAY	7																
	(Str	eet)		4.	If A	mendm	ent, Date (Origi	nal Fil	led (M	M/D	D/YYYY)	6. Individual	or Joint/G	roup Filing	Check Appl	icable Line)
SAN JOSE,	CA 9511	Q											V Form Clod	hu On a Rana	ntin a Dansan		
,													X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
((City) (St	ate) (Zi	p)														
			Table I	Non Do	wiv.a.	tiva Sa	aunitias A		od D	icnoc	ad a	of an Day	acticially Own	o.d			
1 Tide of Committee			, .	Trans. Date			1	_					neficially Own		-11 () 1		7. Nature
1. Title of Security (Instr. 3)				Trans. Date	Execution Date, if any		3. Trans. Code (Instr. 8)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership	of Indirect
								(Inst		tr. 3, 4 and 5)		(Instr. 3 and 4)			Beneficial Ownership	
																	(Instr. 4)
							Code	V	Amou	(A) or (D)		Price			(I) (Instr. 4)		
Common Stock 2/17/20				2/17/2017	M 113 (1) A \$0.0 82929			D									
Common Stock 2/17/201'				2/17/2017	,		F		2289 (2)]	D	\$74.91	80640		D		
Common Stock 2/18/201'				2/18/2017	7		M		139	3)	A	\$0.0	80779		D		
Common Stock 2/18/201				2/18/2017	7		F		2814 (2)]	D	\$74.91	77965		D		
			•														
	Tab	le II - Der	ivative S	Securities	Ben	eficiall	y Owned (e.g.	, puts	, calls	s, w	arrants,	options, conve	ertible sec	urities)		
								6. Date Exercisable and 7. Title and							10.	11. Nature	
Security (Instr. 3)	Conversion or Exercise	Date	Execution Date, if an								Securities I Derivative	Underlying Security	Derivative Security	derivative Securities	Ownership Form of	of Indirect Beneficial	
()	Price of	of		., (Disposed		d of (D)					(Instr. 3 an			Beneficially	Derivative	Ownership
	Derivative Security				(Instr. 3,		4 and 5)			1						Security: Direct (D)	(Instr. 4)
	Security			Code	V (A)			Date			Expiration	Title	Amount or Number of		Reported	or Indirect	
						(A)	(D)	Exercisable	cisable	Date			Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Dividend Equivalent Rights	<u>(1)</u>	2/17/2017		М			113.0071		<u>(1)</u>	<u>(1</u>))	Common Stock	113.0071	\$0.0	1777.7066	D	
Dividend					+							Commor					
Equivalent Rights	<u>(3)</u>	2/18/2017		M			139.583		(3)	(3))	Common Stock	139.583	\$0.0	1638.1236	D	
	I	1	1		 	ı		<u> </u>						1	l	l	l

Explanation of Responses:

- (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
- 1) vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$0.53 was also paid to the holder to settle a fractional dividend equivalent of 0.0071.
- Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (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
- 3) vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$43.67 was also paid to the holder to settle a fractional dividend equivalent of 0.583.

Reporting Owners

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

SAN JOSE, CA 95119				
Signatures				
By: /s/ Sandra Garcia Attorney-in-Fact For	2/21/2017			
** Signature of Reporting Person		Date		

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

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.