

# WESTERN DIGITAL CORP

Reported by  
**RAY MICHAEL CHARLES**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/01/18 for the Period Ending 01/30/18

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

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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. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
RAY MICHAEL CHARLES		WESTERN DIGITAL CORP [ WDC ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Chief Legal Officer &amp; Sec</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY		1/30/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN JOSE, CA 95119				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	1/30/2018		M (1)		21935	A	\$44.78	70164	D	
Common Stock	1/30/2018		S (1)		21425	D	\$86.3282 (2)	48739	D	
Common Stock	1/30/2018		S (1)		9803	D	\$86.6788 (3)	38936	D	
Common Stock	1/31/2018		M (1)		2416	A	\$68.53	41352	D	
Common Stock	1/31/2018		M (1)		1365	A	\$68.49	42717	D	
Common Stock	1/31/2018		S (1)		3781	D	\$89.18	38936	D	
Common Stock								8.5455	I	by Trust 401(K)

**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				
Employee Stock Option (right to buy)	\$44.78	1/30/2018		M (1)		21935		8/3/2017 (4)	8/3/2023	Common Stock	21935	\$0.0	48255	D	
Employee Stock Option (right to buy)	\$68.49	1/31/2018		M (1)		1365		8/14/2014 (5)	8/14/2020	Common Stock	1365	\$0.0	0	D	
Employee Stock Option (right to buy)	\$68.53	1/31/2018		M (1)		2416		11/3/2016 (6)	11/3/2022	Common Stock	2416	\$0.0	9664	D	

### Explanation of Responses:

- These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 30, 2017.
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$85.58 to a high of \$86.57. 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 \$86.58 to a high of \$86.88. 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.
- 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 11/3/2017. 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.

- (5) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (6) The option vested 25% one year from the grant date of 11/3/2015, and an additional 6.25% vested at the end of each three-month period through 11/3/2017. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/3/2019.

**Remarks:**  
 The Reporting Person acquired an aggregate of 0.0501 shares of WDC common stock under a reinvestment feature of the Issuer's 401(k) plan since his last filing. The reported indirect holdings are based on shares held under the 401(k) plan as reported on January 30, 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAY MICHAEL CHARLES C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119			EVP, Chief Legal Officer & Sec	

**Signatures**

**By: /s/ Sandra Garcia Attorney-in-Fact For: Michael C. Ray**

**2/1/2018**

\*\*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).

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

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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