

CORDANO MICHAEL D
 Form 4
 September 20, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 CORDANO MICHAEL D

2. Issuer Name and Ticker or Trading Symbol
 WESTERN DIGITAL CORP
 [WDC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President and COO

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 5601 GREAT OAKS PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/18/2017 | | M ⁽¹⁾ | | 1,401 A \$ 68.53 | 75,385 | D |
| Common Stock | 09/18/2017 | | M ⁽¹⁾ | | 4,959 A \$ 68.49 | 80,344 | D |
| Common Stock | 09/18/2017 | | S ⁽¹⁾ | | 5,960 D \$ 88.4746 | 74,384 | D |
| Common Stock | 09/18/2017 | | S ⁽¹⁾ | | 3,444 D \$ 89.112 | 70,940 | D |

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 68.49 | 09/18/2017 | | M ⁽¹⁾ | 4,959 | 08/14/2014 ⁽⁴⁾ 08/14/2020 | Common Stock | 4,959 |
| Employee Stock Option (right to buy) | \$ 68.53 | 09/18/2017 | | M ⁽¹⁾ | 1,401 | 11/03/2016 ⁽⁵⁾ 11/03/2022 | Common Stock | 1,401 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119 | | | President and COO | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael D. Cordano
Date: 09/20/2017

__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 August 8, 2016.

(2) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$87.90 to a high of \$88.89. 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) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$88.92 to a high of \$89.27. 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.

(4) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

(5) 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 8/3/2017. 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.

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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