

WESTERN DIGITAL CORP
Form 4
May 16, 2016

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, 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 *
MEHROTRA SANJAY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 3355 MICHELSON DRIVE, SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

IRVINE, CA 92612

(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 05/12/2016 | | A | | 1,699 | A | \$ 0 | 1,699 | D | |
| Common Stock | 05/12/2016 | | A | | 7,477 | A | <u>(2)</u> | 7,477 | I | By Family Trust |
| Common Stock | 05/12/2016 | | A | | 19,192 | A | <u>(2)</u> | 19,192 | I | by GRAT |

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

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SEC 1474 (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. 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Non-Qualified Stock Option (right to buy) | \$ 40.85 | 05/12/2016 | | A | 379,350 | (3) 05/12/2017 | Common Stock | 37 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEHROTRA SANJAY C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612 | X | | | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Sanjay Mehrotra
Date: 05/16/2016

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) Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
Acquired in connection with the merger (the "Merger") of a wholly owned subsidiary of the Issuer ("Merger Sub") with and into SanDisk Corporation ("SanDisk") pursuant to the Agreement and Plan of Merger, dated October 21, 2015, by and among the Issuer, Merger Sub and SanDisk (the "Merger Agreement"). Pursuant to the Merger Agreement, at the effective time of the Merger, each share of SanDisk common stock owned by the reporting person was converted into the right to receive \$67.50 in cash and 0.2387 shares of the Issuer's common stock. On the effective date of the Merger, the closing price of the Issuer's common stock was \$36.36 per share.
- (3) The stock option is fully vested and immediately exercisable.
Acquired in connection with the Merger. Pursuant to the Merger Agreement, at the effective time of the Merger, the reporting person's stock option to acquire 187,500 shares of SanDisk common stock for \$82.63 per share was assumed by the Issuer and converted into an option to acquire shares of the Issuer's common stock.

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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