

WESTERN DIGITAL CORP

Form 3

November 14, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Sivaram Srinivasan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/04/2016

3. Issuer Name **and** Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

EVP, Memory Technology

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O WESTERN DIGITAL
CORPORATION,Â 3355
MICHELSON DRIVE, SUITE
100

(Street)

IRVINE,Â CAÂ 92612

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

109,041.498 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Dividend Equivalent Rights	Â (2)	Â (2)	Common Stock	1,790.636	\$ (2)	D	Â
Employee Stock Option (right to buy)	06/28/2016 ⁽³⁾	06/27/2020	Common Stock	15,807	\$ 30.2	D	Â
Employee Stock Option (right to buy)	05/18/2016 ⁽⁴⁾	02/17/2021	Common Stock	12,139	\$ 36.87	D	Â
Employee Stock Option (right to buy)	05/17/2016 ⁽⁵⁾	02/16/2022	Common Stock	60,696	\$ 40.63	D	Â
Employee Stock Option (right to buy)	08/03/2017 ⁽⁶⁾	08/03/2023	Common Stock	57,968	\$ 44.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sivaram Srinivasan C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE,Â CAÂ 92612	Â	Â	Â EVP, Memory Technology	Â

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Srinivasan Sivaram

11/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 100,064 unvested awards of restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's common stock.

(2) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.

(3) The option vests in substantially equal installments at the end of each three-month period through June 28, 2017. The first installment became exercisable on June 28, 2016.

(4) The option vests in substantially equal installments at the end of each three-month period through February 18, 2018. The first installment became exercisable on May 18, 2016.

(5) The option vests in substantially equal installments at the end of each three-month period through February 17, 2019. The first installment became exercisable on May 17, 2016.

(6) The option vests 25% on the first anniversary of the grant date of August 3, 2016 and 6.25% at the end of each three-month period thereafter.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â Power-of-Attorney

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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