

MILLIGAN STEPHEN D

Form 4

July 26, 2018

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLIGAN STEPHEN D

(Last) (First) (Middle)

C/O WESTERN DIGITAL  
CORPORATION, 5601 GREAT  
OAKS PARKWAY

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/25/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/25/2018		A	248,124 (1)	A \$ 0 316,763 (2)	D	
Common Stock	07/25/2018		M	4,332 (3)	A \$ 0 321,095	D	
Common Stock	07/25/2018		M	8,665 (3)	A \$ 0 329,760	D	
Common Stock	07/25/2018		F	129,463 (4)	D \$ 75.63 200,297	D	
					69,311	I	

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Common  
Stock

By  
Family  
Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Dividend Equivalent Rights	(3)	07/25/2018		M		4,332.7589		(3)	(3)	Common Stock	4,332.
Dividend Equivalent Rights	(3)	07/25/2018		M		8,665.5176		(3)	(3)	Common Stock	8,665.

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 5601 GREAT OAKS PARKWAY SAN JOSE, CA 95119	X Chief Executive Officer

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D.  
Milligan

07/26/2018

\*\*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 shares issued as payment in respect of the vesting of a performance-based restricted stock unit award.

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- (2) Includes 525 share acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2018.

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

- (3) connection with the vesting of performance-based restricted stock units to which the dividend equivalents relate. A cash amount was also paid to the holder to settle a fractional dividend equivalent.

- (4) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

The total number of derivative securities has been adjusted to reflect an additional 3,971.7131 dividend equivalents which were accrued

- (5) in connection with a determination that the performance-based restricted stock units to which the dividend equivalents relate were achieved at a level greater than target.

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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