

WESTERN DIGITAL CORP
 Form 3
 November 16, 2015

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

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â CAMPBELL STEVEN GLENN</p> <p>(Last) (First) (Middle)</p> <p>C/O WESTERN DIGITAL CORPORATION,Â 3355 MICHELSON DRIVE SUITE 100</p> <p>(Street)</p> <p>IRVINE,Â CAÂ 92612</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>11/03/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WESTERN DIGITAL CORP [WDC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Chief Technology Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 34,646 ⁽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 | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

Edgar Filing: WESTERN DIGITAL CORP - Form 3

| (Instr. 4) | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------------------------|----------------------------|--|--|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Dividend Equivalent Rights | Â (2) | Â (2) | Common Stock | 337,1205 | \$ (2) | D | Â |
| Employee Stock Option (right to buy) | 05/16/2013(3) | 05/16/2019 | Common Stock | 15,153 | \$ 38.63 | D | Â |
| Employee Stock Option (right to buy) | 09/06/2013(4) | 09/06/2019 | Common Stock | 28,005 | \$ 43.11 | D | Â |
| Employee Stock Option (right to buy) | 08/14/2014(5) | 08/14/2020 | Common Stock | 23,496 | \$ 68.49 | D | Â |
| Employee Stock Option (right to buy) | 09/11/2015(6) | 09/11/2021 | Common Stock | 15,642 | \$ 100.06 | D | Â |
| Employee Stock Option (right to buy) | 08/04/2016(7) | 08/04/2022 | Common Stock | 22,970 | \$ 84.39 | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAMPBELL STEVEN GLENN
C/O WESTERN DIGITAL CORPORATION
3355 MICHELSON DRIVE SUITE 100
IRVINE, CA 92612

Â Â Â EVP & Chief Technology Officer Â

Signatures

/s/ Sandra Garcia Attorney-in-Fact for Steven G. Campbell

11/16/2015

**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 14,008 unvested awards of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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 vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at the end of each three-month period through 11/16/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

(4) The option vested 25% one year from the grant date of 9/6/2012, and an additional 6.25% vested at the end of each three-month period through 9/6/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested

Edgar Filing: WESTERN DIGITAL CORP - Form 3

on 9/6/2016.

- The option vested 25% one year from the grant date of 8/14/2013, and an additional 6.25% vested at the end of each three-month period through 11/14/2015. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/14/2017.
- (5) The option vested 25% one year from the grant date of 9/11/14. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/11/18.
- (6) The option vests 25% on the first anniversary of the grant date of 8/4/15 and 6.25% at the end of each three-month period thereafter.
- (7)

Â

Remarks:

ExhibitÂ ListÂ 24: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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.