

SANDISK CORP
Form 4
February 26, 2014

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 *
Nir Yehoshua

(Last) (First) (Middle)

951 SANDISK DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SANDISK CORP [SNDK]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2014

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)
SVP, Corp Mktg & GM Retail BU

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/22/2014		M		1,100 (1)	A	\$ 74.8 4,110 D
Common Stock	02/22/2014		F		409 (2)	D	\$ 74.8 3,701 D
Common Stock	02/24/2014		M		1,334 (1)	A	\$ 75.81 5,035 D
Common Stock	02/24/2014		F		493 (2)	D	\$ 75.81 4,542 D
Common Stock	02/25/2014		M(3)		1,238	A	\$ 48.85 5,780 D

Common Stock 02/25/2014 S⁽³⁾ 1,238 D \$ 75.49 4,542 D

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

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.

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)	8. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Restricted Stock Unit	\$ 0	02/22/2014		M	1,100	<u>(4)</u>	02/14/2020	Common Stock	1,100
Restricted Stock Unit	\$ 0 ⁽⁵⁾	02/24/2014		M	1,334	<u>(4)</u>	02/23/2017	Common Stock	1,334
Employee Stock Option	\$ 48.85	02/25/2014		M	1,238	<u>(6)</u>	02/21/2018	Common Stock	1,238

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
Nir Yehoshua 951 SANDISK DRIVE MILPITAS, CA 95035			SVP, Corp Mktg & GM Retail BU	

Signatures

Sharon L. Spehar - Attorney in Fact for Yehoshua Nir

02/26/2014

 **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) Reflects the number of shares of Common Stock acquired in connection with the vesting of restricted stock units granted to the Reporting Person by the Issuer.
- (2) Reflects the number of shares of Common Stock withheld by the Issuer to pay the tax liability of the Reporting Person resulting in a net issuance of the Issuer's Common Stock.
- (3) The transaction was effected by the reporting person pursuant to a Rule 10b-5(1) sales plan effective as of August 10, 2010.
- (4) The award shall vest in four successive equal annual installments measured from the vesting commencement date.
- (5) Each restricted stock unit represents the right to receive one share of SanDisk Common Stock.
- (6) Option Grant shall become exercisable with respect to 25% of the option shares on the first anniversary of the vesting commencement date and the balance in equal quarterly installments over the next three years thereafter.

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.