

SANDISK CORP
Form 4
March 12, 2014

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
SANDISK CORP [SNDK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
951 SANDISK DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2014

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

MILPITAS, CA 95035

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/11/2014		M ⁽¹⁾		3,750	A	\$ 48.85
Common Stock	03/11/2014		M ⁽¹⁾		21,250	A	\$ 51.71
Common Stock	03/11/2014		M ⁽²⁾		20,000	A	\$ 28.23
Common Stock	03/11/2014		S ⁽²⁾⁽¹⁾		45,000	D	\$ 75.1304
							(3) (4)
Common Stock					48,807	I	

By
Mehrotra

Family
Trust

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

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(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 or Number of Shares
Employee Stock Option	\$ 48.85	03/11/2014		M	3,750	⁽⁵⁾ 02/21/2018	Common Stock 3,750
Employee Stock Option	\$ 51.71	03/11/2014		M	21,250	⁽⁵⁾ 02/14/2020	Common Stock 21,250
Employee Stock Option	\$ 28.23	03/11/2014		M	20,000	⁽⁵⁾ 02/23/2017	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHROTRA SANJAY 951 SANDISK DRIVE MILPITAS, CA 95035	X		President/CEO	

Signatures

Sharon L. Spehar - Attorney in Fact for Sanjay Mehrotra 03/12/2014

**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) The transaction was effected by the reporting person pursuant to a Rule 10b-5(1) sales plan adopted on May 30, 2013.
- (2) The transaction was effected by the reporting person pursuant to a Rule 10b-5(1) sales plan adopted on April 29, 2010.
- (3) The prices for the transactions on this line ranged from \$74.68 to \$75.58.
- (4) Full Information regarding the number of shares sold at each separate price will be provided, upon request, to the Commission staff, the issuer or a security holder of the issuer
- (5) 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.