

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**  
SEC Accession No. [0001242648-13-000002](#)

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### REPORTING OWNER

#### MEHROTRA SANJAY

CIK: **1242654**

Type: **4** | Act: **34** | File No.: **000-26734** | Film No.: **13526343**

Mailing Address  
C/O SANDISK CORP  
140 CASPIAN COURT  
SUNNYVALE CA 94089

### ISSUER

#### SANDISK CORP

CIK: **1000180** | IRS No.: **770191793** | State of Incorporation: **DE** | Fiscal Year End: **1230**  
SIC: **3572** Computer storage devices

Mailing Address  
601 MCCARTHY BLVD.  
MILPITAS CA 95035

Business Address  
601 MCCARTHY BLVD.  
MILPITAS CA 95035  
408-801-1000

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>MEHROTRA SANJAY</b>			2. Issuer Name and Ticker or Trading Symbol <b>SANDISK CORP [SNDK]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President/CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>					
601 MCCARTHY BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MILPITAS, CA 95035								
(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	01/10/2013		M	(L)	7,874	A	\$34.585	7,874	D	
Common Stock	01/10/2013		M	(L)	2,126	A	\$24.18	10,000	D	
Common Stock	01/10/2013		S	(L)	10,000	D	\$45.509 (2) (3)	0	D	
Common Stock								34,308	I	By Mehrotra Family Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$34.585	01/10/2013		M		7,874		01/16/2008	01/15/2014	Common Stock	7,874	\$ 0	0	D	

Employee Stock Option	\$24.18	01/10/2013		<u>M</u>		2,126	01/03/2009	01/02/2015	Common Stock	2,126	\$ 0	141,000	D	
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**Explanation of Responses:**

1. The transaction was effected by the reporting person pursuant to a Rule 10b-5(1) sales plan effective as of August 10, 2010.
2. The prices for the transactions on this line ranged from \$45.19 to \$45.88.
3. 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.

**Signatures**

Sharon L. Spehar - Attorney in Fact for Sanjay Mehrotra

\*\* Signature of Reporting Person

01/11/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**