WESTERN DIGITAL CORP

Form 4 March 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction

03/19/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below)

President & CEO

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

X Form filed by One Reporting Person Form filed by More than One Reporting

> 6. Ownership 7. Nature of Direct Indirect

Beneficial

Ownership (Instr. 4)

IRVINE, CA 92612

1.Title of

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired

Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direc
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)
							Following	(Instr. 4)
					(A) or	ъ.	Reported Transaction(s) (Instr. 3 and 4)	
			Code V	Amount	(D)	Price		
Common Stock	03/19/2013		M	226 (1)	A	\$0	95,679	D
Common Stock	03/19/2013		F	7,514 (2)	D	\$ 48.86	88,165	D

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

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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 orDerivative 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 of Number of Shares
Dividend Equivalent Rights	<u>(1)</u>	03/19/2013		M		226.0752	<u>(1)</u>	<u>(1)</u>	Common Stock	226.075

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	X		President & CEO			

Signatures

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

03/20/2013

**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).
- 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 connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$3.67 was also paid to the holder to settle a fractional dividend equivalent of 0.0752.
- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

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