WESTERN DIGITAL CORP

Form 4

September 09, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

(Middle)

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).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * CORDANO MICHAEL D

2. Issuer Name and Ticker or Trading Symbol

WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction

(Month/Day/Year)

09/06/2014

Issuer

Director

X_ Officer (give title

(Check all applicable)

President, HGST Subsidiary

10% Owner

Other (specify

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

5. Relationship of Reporting Person(s) to

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

(First)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

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

IRVINE, CA 92612

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of TransactionDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 09/06/2014 729 (1) \$0 81,990 D M Α Stock Common 10,818 D 09/06/2014 F \$ 100.92 71,172 D (2) Stock Common 09/08/2014 $M^{(3)}$ 6,613 A \$ 68.49 77,785 D Stock \$ Common $S^{(3)}$ 09/08/2014 6,613 D 101.1503 71,172 D Stock (4)

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Common 09/08/2014 Stock

 $S^{(5)}$ 2,479 D

\$ 100

68,693

D

(9-02)

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N S
Dividend Equivalent Rights	<u>(1)</u>	09/06/2014		M	729.9006	(1)	<u>(1)</u>	Common Stock	,
Employee Stock Option (right to buy)	\$ 68.49	09/08/2014		M(3)	6,613	08/14/2014(6)	08/14/2020	Common Stock	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

President, HGST Subsidiary

Signatures

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

09/09/2014

Date

Cordano

**Signature of Reporting Person

Reporting Owners 2

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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 \$90.89 was also paid to the holder to settle a fractional dividend equivalent of 0.9006.
- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (3) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2014.
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$101.15 to a high of \$101.16. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2014.
- (6) The option vested 25% one year from the grant date of 8/14/2013. 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.

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.