#### WESTERN DIGITAL CORP

Form 4

October 16, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

OMB

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**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

below)

**DENERO HENRY T** 

Symbol

(Check all applicable)

5. Relationship of Reporting Person(s) to

WESTERN DIGITAL CORP

[WDC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 10/15/2014

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100 (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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 Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reported

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)

### Edgar Filing: WESTERN DIGITAL CORP - Form 4

| 1. Title of Derivative Security  | 2.<br>Conversion<br>or Exercise    | 3. Transaction Date (Month/Day/Year) | Execution Date, if any | 4. 5. Number of TransactiorDerivative Code Securities                    |   |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|----------------------------------|------------------------------------|--------------------------------------|------------------------|--|---|---------|--|---------------------|---|-----------------|----------------------------------|
| (Instr. 3)                       | Price of<br>Derivative<br>Security |                                      | (Month/Day/Year)       | (Instr. 8) Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |   |         |  |                     |   |                 |                                  |
|                                  |                                    |                                      |                        | Code   | V | (A)     | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title           | Amount or<br>Number of<br>Shares |
| Dividend<br>Equivalent<br>Rights | <u>(1)</u>                         | 10/15/2014                           |                        | A  |   | 61.5097 |  | <u>(1)</u>          | <u>(1)</u>  | Common<br>Stock | 61.5097                          |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DENERO HENRY T C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612



## **Signatures**

By: /s/ Sandra Garcia Attorney-in-Fact For: Henry T.
DeNero 10/16/2014

\*\*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).

The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the

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.

Reporting Owners 2