

WELSH JAMES K
Form 3
August 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

WELSH JAMES K
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/16/2010

3. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]

4. Relationship of Reporting Person(s) to Issuer

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

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP & GM, Branded Products

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

42,948

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/04/2010 ⁽¹⁾	02/04/2016	Common Stock	49,504	\$ 16.85	D	Â
Employee Stock Option (right to buy)	11/08/2007 ⁽²⁾	11/08/2016	Common Stock	1,894	\$ 19.4	D	Â
Employee Stock Option (right to buy)	09/12/2008 ⁽³⁾	09/12/2014	Common Stock	7,708	\$ 23.46	D	Â
Employee Stock Option (right to buy)	09/11/2009 ⁽⁴⁾	09/11/2015	Common Stock	19,197	\$ 23.78	D	Â
Employee Stock Option (right to buy)	02/06/2009 ⁽⁵⁾	02/06/2015	Common Stock	9,751	\$ 28.09	D	Â
Employee Stock Option (right to buy)	09/10/2010 ⁽⁶⁾	09/10/2016	Common Stock	20,655	\$ 35.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELSH JAMES K C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	Â	Â	Â	EVP & GM, Branded Products Â

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James K. Welsh

08/23/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 option vested 25% one year from the grant date of February 4, 2009, and an additional 6.25% vested at the end of each three-month period through August 4, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on February 4, 2013.

(2) The option vested 25% one year from the grant date of November 8, 2006, and an additional 6.25% vested at the end of each three-month period through August 8, 2010. The remaining shares subject to the option will vest in full on November 8, 2010.

(3) The option vested 25% one year from the grant date of September 12, 2007, and an additional 6.25% vested at the end of each three-month period through June 12, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on September 12, 2011.

(4) The option vested 25% one year from the grant date of September 11, 2008, and an additional 6.25% vested at the end of each three-month period through June 11, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on September 11, 2012.

(5)

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The option vested 25% one year from the grant date of February 6, 2008, and an additional 6.25% vested at the end of each three-month period through August 6, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on February 6, 2012.

- (6) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

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

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