

MURPHY JAMES J
Form 4
August 06, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
MURPHY JAMES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, WWS & Sales Ops

C/O WESTERN DIGITAL CORPORATION, 3355 MICHELSON DRIVE, SUITE 100
(Street)

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

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

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 (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 or Price (A) or (D)		
Common Stock	08/02/2012		M		2,133 A \$ 23.78	77,360	D
Common Stock	08/02/2012		M		18,329 A \$ 16.85	95,689	D
Common Stock	08/02/2012		M		22,400 A \$ 26.17	118,089	D
Common Stock	08/02/2012		M		11,834 A \$ 35.75	129,923	D
	08/02/2012		S		54,696 D \$ 40	75,227	D

Common
Stock

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.85	08/02/2012		M	18,329	02/04/2010 ⁽¹⁾ 02/04/2016	Common Stock	18,329	
Employee Stock Option (right to buy)	\$ 23.78	08/02/2012		M	2,133	09/11/2009 ⁽²⁾ 09/11/2015	Common Stock	2,133	
Employee Stock Option (right to buy)	\$ 26.17	08/02/2012		M	22,400	09/08/2011 ⁽³⁾ 09/08/2017	Common Stock	22,400	
Employee Stock Option (right to buy)	\$ 35.75	08/02/2012		M	11,834	09/10/2010 ⁽⁴⁾ 09/10/2016	Common Stock	11,834	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

MURPHY JAMES J
C/O WESTERN DIGITAL CORPORATION
3355 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612

EVP, WWS & Sales Ops

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James J.
Murphy

08/06/2012

__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).

(1) The option vested 25% one year from the grant date of 2/4/2009, and an additional 6.25% vested at the end of each three-month period through 5/4/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/4/2013.

(2) The option vested 25% one year from the grant date of 9/11/2008, and an additional 6.25% vested at the end of each three-month period through 6/11/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/11/2012.

(3) The option vested 25% one year from the grant date of 9/8/2010, and an additional 6.25% vested at the end of each three-month period through 6/8/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/8/2014.

(4) The option vested 25% one year from the grant date of 9/10/2009, and an additional 6.25% vested at the end of each three-month period through 6/10/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/10/2013.

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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