WESTERN DIGITAL CORP
Form 4
January 28, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAY MICHAEL CHARLES

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP, Gen Cnsl & Secretary

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

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	(A) or (D)	Price			
Common Stock	01/24/2014		M[(1)]		1,863	A	$ 43.11	35,746	D	
Common Stock	01/24/2014		M[(1)]		1,826	A	$ 29.6	37,572	D	
Common Stock	01/24/2014		M[(1)]		1,359	A	$ 38.63	38,931	D	
Common Stock	01/24/2014		M[(1)]		968	A	$ 26.17	39,899	D	
	01/24/2014		S[(1)]		6,016	D		33,883	D	

Common Stock	$ 86.08				
Common Stock		7.6959	I	by Trust 401(K)	

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 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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 26.17	01/24/2014		M[1]			968	09/08/2011[2]	09/08/2017	Common Stock	968
Employee Stock Option (right to buy)	$ 29.6	01/24/2014		M[1]			1,826	09/14/2012[3]	09/14/2018	Common Stock	1,826
Employee Stock Option (right to buy)	$ 38.63	01/24/2014		M[1]			1,359	05/16/2013[4]	05/16/2019	Common Stock	1,359
Employee Stock Option (right to buy)	$ 43.11	01/24/2014		M[1]			1,863	09/06/2013[5]	09/06/2019	Common Stock	1,863

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAY MICHAEL CHARLES C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612			Sr. VP, Gen Cnsl & Secretary	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael C. Ray	01/28/2014
**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).

(1) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2013.

(2) 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 12/8/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/8/2014.

(3) The option vested 25% one year from the grant date of 9/14/2011, and an additional 6.25% vested at the end of each three-month period through 12/14/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.

(4) The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at 11/16/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

(5) The option vested 25% one year from the grant date of 9/6/2012, and an additional 6.25% vested at the end of each three-month period through 12/6/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.

Remarks:

The reporting owner acquired .0261 shares of WDC common stock under a reinvestment feature of the Issuer's 401(k) plan sin

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