

WESTERN DIGITAL CORP

Form 4

August 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
08/18/2014

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 _____ Other (specify
below) 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	08/18/2014		M ⁽¹⁾		5,462	A	\$ 68.49	34,771	D
Common Stock	08/18/2014		M ⁽¹⁾		1,360	A	\$ 38.63	36,131	D
Common Stock	08/18/2014		S ⁽¹⁾		6,822	D	\$ 101.0135 ⁽²⁾	29,309	D
Common Stock								7.7528	I
									by Trust 401(K)

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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 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)	\$ 38.63	08/18/2014		M ⁽¹⁾	1,360	05/16/2013 ⁽³⁾ 05/16/2019	Common Stock 1,360
Employee Stock Option (right to buy)	\$ 68.49	08/18/2014		M ⁽¹⁾	5,462	08/14/2014 ⁽⁴⁾ 08/14/2020	Common Stock 5,462

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 Ray

08/18/2014

__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 2, 2014.
- (2) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$100.60 to a high of \$101.36. 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.
- (3) The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at the end of each three-month period through 8/16/2014. 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.
- (4) 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.

Remarks:

The reporting owner acquired .0311 shares of WDC common stock under a reinvestment feature of the Issuer's 401(k) plan since

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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