

WELSH JAMES K  
Form 4  
March 14, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WELSH JAMES K

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)  
03/12/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & GM, Branded Products

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 Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |         |   |  |
| Common Stock                    | 03/12/2012                           |  | M                              |   | 7,439   | A  | \$ 28.09                                   | 61,905  | D |  |
| Common Stock                    | 03/12/2012                           |  | M                              |   | 18,072  | A  | \$ 26.17                                   | 79,977  | D |  |
| Common Stock                    | 03/12/2012                           |  | M                              |   | 5,077   | A  | \$ 23.46                                   | 85,054  | D |  |
| Common Stock                    | 03/12/2012                           |  | M                              |   | 10,665  | A  | \$ 23.78                                   | 95,719  | D |  |
|                                 | 03/12/2012                           |  | M                              |   | 18,002  | A  | \$ 16.85                                   | 113,721 | D |  |

Edgar Filing: WELSH JAMES K - Form 4

Common  
Stock

|                 |            |   |        |   |                             |        |   |
|-----------------|------------|---|--------|---|-----------------------------|--------|---|
| Common<br>Stock | 03/12/2012 | S | 65,779 | D | \$<br>39.9798<br><u>(1)</u> | 47,942 | D |
|-----------------|------------|---|--------|---|-----------------------------|--------|---|

|                 |  |  |  |  |  |       |   |                     |
|-----------------|--|--|--|--|--|-------|---|---------------------|
| Common<br>Stock |  |  |  |  |  | 1,450 | I | by<br>Spouse<br>IRA |
|-----------------|--|--|--|--|--|-------|---|---------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 16.85   | 03/12/2012                              |   | M                                    | 18,002   | 02/04/2010 <sup>(2)</sup><br>02/04/2016                        | Common<br>Stock  | 18,002                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 23.46   | 03/12/2012                              |   | M                                    | 5,077  | 09/12/2008 <sup>(3)</sup><br>09/12/2014                        | Common<br>Stock  | 5,077                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 23.78   | 03/12/2012                              |   | M                                    | 10,665   | 09/11/2009 <sup>(4)</sup><br>09/11/2015                        | Common<br>Stock  | 10,665                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 26.17   | 03/12/2012                              |   | M                                    | 18,072   | 09/08/2011 <sup>(5)</sup><br>09/08/2017                        | Common<br>Stock  | 18,072                              |

buy)

Employee

Stock

|        |          |            |   |       |                           |            |                 |       |
|--------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Option | \$ 28.09 | 03/12/2012 | M | 7,439 | 02/06/2009 <sup>(3)</sup> | 02/06/2015 | Common<br>Stock | 7,439 |
|--------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| WELSH JAMES K<br>C/O WESTERN DIGITAL CORPORATION<br>3355 MICHELSON DRIVE, SUITE 100<br>IRVINE, CA 92612 |               |           | EVP & GM, Branded Products |       |

## Signatures

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

Welsh

03/14/2012

\*\*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).

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of  
(1) \$39.77 to a high of \$40.195. 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.

(2) 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 2/4/2012. 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.

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

(4) 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 3/11/2012. 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.

(5) 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 3/8/2012. 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.

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.