#### WESTERN DIGITAL CORP

Form 4 March 10, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]					ng	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  C/O WEST CORPORA MICHELSO	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2014						Director 10% Owner X Officer (give title Other (specify below) President, HGST Subsidiary				
IRVINE, C		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Tabl	o I. Non I	١.,	wirratirra (	Coon	ition A on	Person	f an Danafiaial	lr: Ormad
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	te 2A. Dee Execution		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				cquired d of (D) 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)
Common Stock	03/06/2014			M(1)		5,896	(D)	Price \$ 43.11	91,002	D	
Common Stock	03/06/2014			S <u>(1)</u>		5,896	D	\$ 88.42	85,106	D	

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)

#### Edgar Filing: WESTERN DIGITAL CORP - Form 4

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	\$ 43.11	03/06/2014		M <u>(1)</u>	5,896	09/06/2013(2)	09/06/2019	Common Stock	5,896

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

President, HGST Subsidiary

### **Signatures**

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael D.
Cordano

03/10/2014

\*\*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 7, 2013.
- 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 3/6/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.

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.

Reporting Owners 2