

WELSH JAMES K
Form 4
February 08, 2011

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 *
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)
02/06/2011

____ Director _____ 10% Owner
 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 | 02/06/2011 | | F | | 1,306 (1) | D | |
| Common Stock | 02/07/2011 | | M | | 2,631 | D | |
| Common Stock | 02/07/2011 | | M | | 4,266 | D | |
| Common Stock | 02/07/2011 | | M | | 4,500 | D | |
| | 02/07/2011 | | S | | 13,653 | D | |

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Common Stock \$ 36.4354
(2)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 16.85 | 02/07/2011 | | M | 4,500 | 02/04/2010 ⁽³⁾ 02/04/2016 | Common Stock | 4,500 |
| Employee Stock Option (right to buy) | \$ 23.46 | 02/07/2011 | | M | 2,631 | 09/12/2008 ⁽⁴⁾ 09/12/2014 | Common Stock | 2,631 |
| Employee Stock Option (right to buy) | \$ 23.78 | 02/07/2011 | | M | 4,266 | 09/11/2009 ⁽⁵⁾ 09/11/2015 | Common Stock | 4,266 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WELSH JAMES K C/O WESTERN DIGITAL CORPORATION | | | EVP & GM, Branded Products | |

3355 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612

Signatures

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

02/08/2011

**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) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of

(2) \$36.31 to a high of \$36.4601. 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.

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 2/4/2011. 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% one year from the grant date of 9/12/2007, and an additional 6.25% vested at the end of each three-month period through 12/12/2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/12/2011.

(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 12/11/2010. 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.

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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