WESTERN DIGITAL CORP

Form 4

August 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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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 Typ	e Responses)										
1. Name and Address of Reporting Person ** RAY MICHAEL CHARLES			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			WEST [WDC		ITAL CORP	(Check all applicable)					
(Last)	` '	(Middle) 3. Date of Earliest Tran (Month/Day/Year)			ransaction	Director 10% OwnerX Officer (give title Other (spec					
C/O WESTERN DIGITAL			08/18/2014				Sr. VP, Gen Cnsl & Secretary				
	ATION, 3355 SON DRIVE, SUI	TE 100									
	(Street)		4. If Am	endment, Da	ate Original	6. 1	Individual or Join	nt/Group Filin	g(Check		
IDMINIE A	GA 02612		Filed(Mo	onth/Day/Year	r)	_X	plicable Line) _ Form filed by On _ Form filed by Mo				
IRVINE,	CA 92012					Per	· · · · · · · · · · · · · · · · · · ·	,			
(City)	(State)	(Zip)	Tal	ole I - Non-I	Derivative Securities Ac	quire	ed, Disposed of,	or Beneficiall	y Owne		
1.Title of	2. Transaction Date				4. Securities Acquired (A	1	5. Amount of	6.	7. Natu		

(City)	(State)	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. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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	08/18/2014		M <u>(1)</u>	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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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 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. Transactio Code (Instr. 8)			6. Date Exercisab 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)	\$ 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 <u>(4)</u>	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: 08/18/2014
Michael Ray

**Signature of Reporting Person Date

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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.
- 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.
- 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 sir 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.