

WESTERN DIGITAL CORP
Form 3
November 27, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â MURPHY JAMES J
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/18/2013

3. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O WESTERN DIGITAL CORPORATION,Â 3355 MICHELSON DR, SUITE 100

(Street)

IRVINE,Â CAÂ 92612

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
President, WD Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

66,884

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Dividend Equivalent Rights | Â (1) | Â (1) | Common Stock | 1,267.7886 | \$ (1) | D | Â |
| Employee Stock Option (right to buy) | 09/08/2011(2) | 09/08/2017 | Common Stock | 12,800 | \$ 26.17 | D | Â |
| Employee Stock Option (right to buy) | 09/14/2012(3) | 09/14/2018 | Common Stock | 24,135 | \$ 29.6 | D | Â |
| Employee Stock Option (right to buy) | 05/16/2013(4) | 05/16/2019 | Common Stock | 30,424 | \$ 38.63 | D | Â |
| Employee Stock Option (right to buy) | 09/06/2013(5) | 09/06/2019 | Common Stock | 41,763 | \$ 43.11 | D | Â |
| Employee Stock Option (right to buy) | 08/14/2014(6) | 08/14/2020 | Common Stock | 34,577 | \$ 68.49 | D | Â |
| Employee Stock Option (right to buy) | 11/13/2014(6) | 11/13/2020 | Common Stock | 20,925 | \$ 72.44 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DR, SUITE 100 IRVINE, CA 92612 | Â | Â | Â President, WD Subsidiary | Â |

Signatures

/s/ Sandra Garcia Attorney-in-Fact for James J. Murphy
Date: 11/27/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- (2) 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 9/8/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/8/2014.
- (3) The option vested 25% one year from the grant date of 9/14/2011, and an additional 6.25% vested at the end of each three-month period through 9/14/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.
- (4)

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The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at 11/16/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

- (5) The option vested 25% one year from the grant date of 9/6/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.
- (6) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â Power-of-Attorney

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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