

WESTERN DIGITAL CORP
Form 4
January 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
RAY MICHAEL CHARLES

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP, Gen Cnsl & Secretary

(Last) (First) (Middle)
C/O WESTERN DIGITAL CORPORATION, 3355 MICHELSON DRIVE, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2014

IRVINE, CA 92612

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

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/24/2014		M ⁽¹⁾	1,863 A \$ 43.11	35,746	D	
Common Stock	01/24/2014		M ⁽¹⁾	1,826 A \$ 29.6	37,572	D	
Common Stock	01/24/2014		M ⁽¹⁾	1,359 A \$ 38.63	38,931	D	
Common Stock	01/24/2014		M ⁽¹⁾	968 A \$ 26.17	39,899	D	
	01/24/2014		S ⁽¹⁾	6,016 D	33,883	D	

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Common Stock	\$ 86.08			
Common Stock	7.6959	I	by Trust 401(K)	

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.17	01/24/2014		M ⁽¹⁾	968	09/08/2011 ⁽²⁾	09/08/2017	Common Stock	968
Employee Stock Option (right to buy)	\$ 29.6	01/24/2014		M ⁽¹⁾	1,826	09/14/2012 ⁽³⁾	09/14/2018	Common Stock	1,826
Employee Stock Option (right to buy)	\$ 38.63	01/24/2014		M ⁽¹⁾	1,359	05/16/2013 ⁽⁴⁾	05/16/2019	Common Stock	1,359
Employee Stock Option (right to buy)	\$ 43.11	01/24/2014		M ⁽¹⁾	1,863	09/06/2013 ⁽⁵⁾	09/06/2019	Common Stock	1,863

