

WESTERN DIGITAL CORP
Form 4
June 18, 2014

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 *
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)
06/17/2014

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	06/17/2014		M ⁽¹⁾	968 A \$ 26.17	33,322 ⁽²⁾	D	
Common Stock	06/17/2014		M ⁽¹⁾	1,359 A \$ 38.63	34,681	D	
Common Stock	06/17/2014		M ⁽¹⁾	1,825 A \$ 29.6	36,506	D	
Common Stock	06/17/2014		M ⁽¹⁾	1,863 A \$ 43.11	38,369	D	
	06/17/2014		S ⁽¹⁾	8,373 D	29,996	D	

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Common Stock					\$				
					91.4082				
					<u>(3)</u>				
Common Stock	06/17/2014		S ⁽¹⁾	354	D	\$	91.9888	29,642	D
						<u>(4)</u>			
Common Stock	06/18/2014		S ⁽¹⁾	333	D	\$	91.8801	29,309	D
Common Stock							7.7217		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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(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. 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	06/17/2014		M ⁽¹⁾	968	09/08/2011 ⁽⁵⁾	09/08/2017	Common Stock	968
Employee Stock Option (right to buy)	\$ 29.6	06/17/2014		M ⁽¹⁾	1,825	09/14/2012 ⁽⁶⁾	09/14/2018	Common Stock	1,825
Employee Stock Option (right to buy)	\$ 38.63	06/17/2014		M ⁽¹⁾	1,359	05/16/2013 ⁽⁷⁾	05/16/2019	Common Stock	1,359

Employee

Stock

Option (right to buy)	\$ 43.11	06/17/2014	M ⁽¹⁾	1,863	09/06/2013 ⁽⁸⁾	09/06/2019	Common Stock	1,863
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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: Michael C. Ray 06/18/2014

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 2, 2014.
- (2) Includes 333 shares acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2014.
- (3) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$90.95 to a high of \$91.93. 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.
- (4) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$91.96 to a high of \$92.02. 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.
- (5) 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 6/8/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/8/2014.
- (6) 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 6/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.
- (7) 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 5/16/2014. 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.
- (8) 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 6/6/2014. 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.