WESTERN DIGITAL CORP

Form 4

November 26, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **MURPHY JAMES J**

2. Issuer Name and Ticker or Trading Symbol

Issuer

WESTERN DIGITAL CORP

[WDC]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

11/25/2014

_X__ Officer (give title below)

Director

10% Owner Other (specify

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

President, WD Subsidiary

5. Relationship of Reporting Person(s) to

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

IRVINE, CA 92612

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y 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)	orDisposed (Instr. 3, 4	of (D))	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	11/25/2014		M	3,200	A	\$ 26.17	55,549	D	
Common Stock	11/25/2014		M	6,033	A	\$ 29.6	61,582	D	
Common Stock	11/25/2014		M	5,533	A	\$ 38.63	67,115	D	
Common Stock	11/25/2014		M	10,806	A	\$ 68.49	77,921	D	
	11/25/2014		M	3,480	A	\$ 43.11	81,401	D	

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Common Stock							
Common Stock	11/25/2014	M	6,448	A	\$ 72.44	87,849	D
Common Stock	11/25/2014	S	35,500	D	\$ 103.5109	52,349	D

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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 26.17	11/25/2014		M		3,200	09/08/2011(2)	09/08/2017	Common Stock	3,20
Employee Stock Option (right to buy)	\$ 29.6	11/25/2014		M		6,033	09/14/2012(3)	09/14/2018	Common Stock	6,03
Employee Stock Option (right to buy)	\$ 38.63	11/25/2014		M		5,533	05/16/2013(4)	05/16/2019	Common Stock	5,53
Employee Stock Option (right to buy)	\$ 43.11	11/25/2014		M		3,480	09/06/2013(5)	09/06/2019	Common Stock	3,48

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Employee Stock Option (right to buy)	\$ 68.49	11/25/2014	M	10,806	08/14/2014 <u>(6)</u>	08/14/2020	Common Stock	10,8
Employee Stock Option (right to buy)	\$ 72.44	11/25/2014	M	6,448	08/14/2014(7)	11/13/2020	Common Stock	6,44

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

President, WD Subsidiary

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James J.
Murphy
11/26/2014

**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).
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of (1) \$103.50 to a high of \$103.585. 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.
- (2) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- 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 (3) through 9/14/2014. 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.
- 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 11/16/2014. 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.
- 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 9/6/2014. 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.
- The option vested 25% one year from the grant date of 8/14/2013, and an additional 6.25% vested at the end of each three-month period through 11/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/14/2017.
- (7) The option vested 25% on 8/14/2014 and an additional 6.25% vested on 11/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 8/14/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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