WESTERN DIGITAL CORP

Form 4

September 21, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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(b) of the Investment Company Act of 1940

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

1(b).

(Print or Type Responses)

RAY MICHAEL CHARLES Sy				2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
CORPORA	(First) (Middle) 3. Date of (Month/D) TERN DIGITAL 09/17/20 ATION, 3355 SON DRIVE, SUITE 100				Гra	nsaction			Director 10% Owner X Officer (give title Other (specify below) Sr. VP, Gen Cnsl & Secretary			
IRVINE CA	(Street) 4. If Ame Filed(Mor					_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ik virte, ci	1 72012								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-	-De	erivative S	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				d of (D) 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)	
Common Stock	09/17/2015			M(1)		1,825	A	\$ 29.6	18,388	D		
Common Stock	09/17/2015			S <u>(1)</u>		1,825	D	\$ 80.77	16,563	D		
Common Stock									7.9083	I	by Trust 401(K)	

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

Persons who respond to the collection of information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	5. Number opportunities 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	\$ 29.6	09/17/2015		M <u>(1)</u>	1,825	09/14/2012(2)	09/14/2018	Common Stock	1,825

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 Power-of-Attorney For: Michael C. Ray

**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) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 30, 2015.
- (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.

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.

Reporting Owners 2