#### WESTERN DIGITAL CORP

Form 4

August 13, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DENERO HENRY T** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol WESTERN DIGITAL CORP

[WDC]

08/12/2014

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

\_X\_\_ Director Officer (give title

10% Owner \_ Other (specify

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

**IRVINE, CA 92612** 

(City)	(State)	(Zip) Tal	ole I - Non-	Derivativ	e Seci	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/12/2014		M	2,126	A	\$ 32.99	24,005	D	
Common Stock	08/12/2014		M	432	A	\$ 38.53	24,437	D	
Common Stock	08/12/2014		S	2,558	D	\$ 100.1101	21,879	D	
Common Stock	08/12/2014		G <u>(1)</u>	3,500	D	\$ 0	18,379	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 Ame Underlying Sect (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
	Non-Qualified Stock Option (right to buy)	\$ 32.99	08/12/2014		M	2,126	11/11/2011(2)	11/11/2017	Common Stock	2
	Non-Qualified Stock Option (right to buy)	\$ 38.53	08/12/2014		M	432	11/11/2010(3)	11/11/2016	Common Stock	

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

DENERO HENRY T C/O WESTERN DIGITAL CORPORATION X 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

## **Signatures**

By: /s/ Sandra Garcia Attorney-in-Fact For: Henry T. 08/13/2014 DeNero

> \*\*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).
- This transaction relates to a gift of shares by the reporting person. The reporting person received no consideration for the transfer of the **(1)** shares.

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- The option vested 25% one year from the grant date of 11/11/2010, and an additional 6.25% vested at the end of each three-month period (2) through 8/11/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/11/2014.
- (3) 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.