### WESTERN DIGITAL CORP

Form 4

November 18, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

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**OMB APPROVAL** 

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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. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MILLIGAN STEPHEN D

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

WESTERN DIGITAL CORP

(Check all applicable)

[WDC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year) 11/18/2014

below) President & CEO

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

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

6. Individual or Joint/Group Filing(Check

**IRVINE, CA 92612** 

(City)

(Instr. 3)

Common

Stock

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D)

5. Amount of Securities Beneficially

Owned

Following

Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of Indirect

> Form: Direct (D) or Indirect (I)

Ownership

Ownership (Instr. 4) (Instr. 4)

Beneficial

(A)

(Instr. 3, 4 and 5)

or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price  $M^{(1)}$ 5,664

159,702

D

Common

11/18/2014

11/18/2014

 $S^{(1)}$ 

5,664 D \$ 100

68.49

154,038

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)

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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 on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	\$ 68.49	11/18/2014		M <u>(1)</u>	5,664	08/14/2014(2)	08/14/2020	Common Stock	5,664

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	X		President & CEO			

## **Signatures**

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D.
Milligan

11/18/2014

\*\*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) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2014.
- 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.

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.

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