

MASSENGILL MATTHEW E
Form 4
March 20, 2013

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 *
MASSENGILL MATTHEW E

2. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP
[WDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/2013		M		4,364	A	\$ 27.64	19,457	D	
Common Stock	03/18/2013		M		8,743	A	\$ 15.34	28,200	D	
Common Stock	03/18/2013		M		3,607	A	\$ 25.79	31,807	D	
Common Stock	03/18/2013		M		9,185	A	\$ 19.09	40,992	D	
	03/18/2013		S		25,899	D		15,093	D	

Common Stock \$ 49.9137
(1)

Common Stock 4,007 I by IRA

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

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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 of Derivative Securities (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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 15.34	03/18/2013		M	8,743	11/06/2009 ⁽²⁾ 11/06/2015	Common Stock 8
Non-Qualified Stock Option (right to buy)	\$ 19.09	03/18/2013		M	9,185	02/06/2008 ⁽²⁾ 02/06/2017	Common Stock 9
Non-Qualified Stock Option (right to buy)	\$ 25.79	03/18/2013		M	3,607	11/10/2012 ⁽³⁾ 11/10/2018	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 27.64	03/18/2013		M	4,364	11/06/2008 ⁽²⁾ 11/06/2014	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSENGILL MATTHEW E C/O WESTERN DIGITAL CORPORATION	X			

3355 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E.
Massengill

03/20/2013

____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) \$49.7601 to a high of \$50.02. 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.
 - (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 11/10/2011, and an additional 6.25% vested at the end of the three-month period
 - (3) on 2/10/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/10/2015.

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