WESTERN DIGITAL CORP
Form 4
August 16, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] MILLIGAN STEPHEN D	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) 08/14/2013	__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President & CEO
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) _X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock [(1)]	08/14/2013		A		30,697	A	$ 0	116,658	D	
Common Stock	08/15/2013		M		705 [(2)]	A	$ 0	117,363	D	
Common Stock	08/15/2013		F		23,776 [(3)]	D	$ 66.02	93,587	D	
Common Stock	08/15/2013		S[(4)]		2,534	D	$ 67.67	91,053	D	
	08/15/2013		A		44,863	A	$ 0	135,916	D	

Common Stock [5]

Common Stock	08/16/2013	S[4]	5,449	D	$ 65.5345 [6]	130,467	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. 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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Dividend Equivalent Rights	[2]	08/15/2013		M		719.7076		[2]	[2]	Common Stock
Employee Stock Option (right to buy)	$ 68.49	08/14/2013		A		90,621		08/14/2014[7]	08/14/2020	Common Stock

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

08/16/2013

**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).

(1)   Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(2)   An amount equal to 14.413 dividend equivalents were canceled without payment in connection with the determination of the achievement level of the performance-based restricted stock units to which the dividend equivalents relate. The remaining dividend equivalents were converted into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of the performance-based restricted stock units to which the dividend equivalents relate. A cash amount equal to $19.45 was also paid to the holder to settle a fractional dividend equivalent of 0.2946.

(3)   Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

(4)   The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2013.

(5)   Represents shares issued as payment in respect of the vesting of a performance-based stock unit award.

(6)   Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of $65.20 to a high of $65.89. 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.

(7)   The option vests 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.

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