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WESTERN DIGITAL CORP

Form 3

November 27, 2013

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement WESTERN DIGITAL CORP [WDC] MURPHY JAMES J (Month/Day/Year) 11/18/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O WESTERN DIGITAL

(Check all applicable)

President, WD Subsidiary

Director

_X__ Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

IRVINE. CAÂ 92612

CORPORATION, Â 3355 MICHELSON DR, SUITE 100

> (City) (State)

(Street)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Â Common Stock 66,884 D

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Dividend Equivalent Rights	(1)	(1)	Common Stock	1,267.7886	\$ <u>(1)</u>	D	Â
Employee Stock Option (right to buy)	09/08/2011(2)	09/08/2017	Common Stock	12,800	\$ 26.17	D	Â
Employee Stock Option (right to buy)	09/14/2012(3)	09/14/2018	Common Stock	24,135	\$ 29.6	D	Â
Employee Stock Option (right to buy)	05/16/2013(4)	05/16/2019	Common Stock	30,424	\$ 38.63	D	Â
Employee Stock Option (right to buy)	09/06/2013(5)	09/06/2019	Common Stock	41,763	\$ 43.11	D	Â
Employee Stock Option (right to buy)	08/14/2014 <u>(6)</u>	08/14/2020	Common Stock	34,577	\$ 68.49	D	Â
Employee Stock Option (right to buy)	11/13/2014(6)	11/13/2020	Common Stock	20,925	\$ 72.44	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
F-	Director	10% Owner	Officer	Other			
MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DR, SUITE 100 IRVINE Â CAÂ 92612	Â	Â	President, WD Subsidiary	Â			

Signatures

/s/ Sandra Garcia Attorney-in-Fact for James J. Murphy

11/27/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to (1) which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- The option vested 25% one year from the grant date of 9/8/2010, and an additional 6.25% vested at the end of each three-month period through 9/8/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/8/2014.
- The option vested 25% one year from the grant date of 9/14/2011, and an additional 6.25% vested at the end of each three-month period (3) through 9/14/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.

(4)

Reporting Owners 2

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The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at 11/16/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.

- (5) The option vested 25% one year from the grant date of 9/6/2012. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.
- (6) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

Â

Remarks:

Exhibit List:

Exhibit 24Â -Â Power-of-Attorney

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.