WESTERN DIGITAL CORP

Form 4

February 18, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> LONG MARK P

(First)

(Street)

(State)

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MARK P Sym

Symbol

(Check all applicable)

[WI

WESTERN DIGITAL CORP
[WDC]

(Check an applicable)

EVP, Corporate Development

(Middle) 3. Date

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

02/13/2014

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

C/O WESTERN DIGITAL CORPORATION, 3355

MICHELSON DRIVE, SUITE 100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Zin)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

IRVINE, CA 92612

(City)

(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. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of	` ′	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)		
Common Stock	02/13/2014		M	69 (1)	A	\$ 0	29,731	D			
Common Stock	02/13/2014		F	1,681 (2)	D	\$ 86.67	28,050	D			
Common Stock	02/14/2014		M(3)	10,517	A	\$ 48.63	38,567	D			
Common Stock	02/14/2014		S <u>(4)</u>	13,311	D	\$ 86.4404 (5)	25,256	D			

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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)	tion Date, if TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Dividend Equivalent Rights	(1)	02/13/2014		M	69.0488	<u>(1)</u>	<u>(1)</u>	Common Stock	69
Employee Stock Option (right to buy)	\$ 48.63	02/14/2014		M(3)	10,517	02/13/2014(6)	02/13/2020	Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LONG MARK P C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612

EVP, Corporate Development

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Mark
Long
02/18/2014

**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).

The 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 restricted stock units to which the dividend equivalents relate. A cash amount equal to \$4.23 was also paid to the holder to settle a fractional dividend equivalent of 0.0488.

Reporting Owners 2

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- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (3) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2013.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2013.
- Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$86.355 to a high of \$86.61. 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.
- (6) The option vested 25% one year from the grant date of 2/13/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/13/2017.

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.