

WESTERN DIGITAL CORP
Form 4
March 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
MURPHY JAMES J

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)
03/04/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President, WD Subsidiary

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 or Price | | |
| Common Stock | 03/04/2015 | | M | | 3,018 A \$ 29.6 | 55,367 | D |
| Common Stock | 03/04/2015 | | M | | 2,765 A \$ 38.63 | 58,132 | D |
| Common Stock | 03/04/2015 | | M | | 3,480 A \$ 43.11 | 61,612 | D |
| Common Stock | 03/04/2015 | | M | | 2,161 A \$ 68.49 | 63,773 | D |
| | 03/04/2015 | | M | | 1,400 A | 65,173 | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|--------|----|--------|--------|--|--|-------|
| Common Stock | | | | | \$ | | | | | 72.44 |
| Common Stock | 03/04/2015 | | S | 12,824 | D | \$ 105 | 52,349 | | | D |

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 29.6 | 03/04/2015 | | M | 3,018 | 09/14/2012 ⁽¹⁾ 09/14/2018 | Common Stock | 3,018 | |
| Employee Stock Option (right to buy) | \$ 38.63 | 03/04/2015 | | M | 2,765 | 05/16/2013 ⁽²⁾ 05/16/2019 | Common Stock | 2,765 | |
| Employee Stock Option (right to buy) | \$ 43.11 | 03/04/2015 | | M | 3,480 | 09/06/2013 ⁽³⁾ 09/06/2019 | Common Stock | 3,480 | |
| Employee Stock Option (right to buy) | \$ 68.49 | 03/04/2015 | | M | 2,161 | 08/14/2014 ⁽⁴⁾ 08/14/2020 | Common Stock | 2,161 | |
| | \$ 72.44 | 03/04/2015 | | M | 1,400 | 08/14/2014 ⁽⁵⁾ 11/13/2020 | | 1,400 | |

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

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

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James J. Murphy

03/05/2015

__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) 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 through 12/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.

(2) The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at the end of each three-month period through 2/16/2015. 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.

(3) The option vested 25% one year from the grant date of 9/6/2012, and an additional 6.25% vested at the end of each three-month period through 12/6/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.

(4) 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 2/14/2015. 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.

(5) The option vested 25% on 8/14/2014 and an additional 6.25% vested at the end of each three-month period through 2/14/2015. 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.