

WESTERN DIGITAL CORP

Form 4

February 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAKEEL ARIF

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)
C/O WESTERN DIGITAL
CORPORATION, 3355
MICHELSON DRIVE, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2014

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

IRVINE, CA 92612

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

(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)
Common Stock	02/13/2014		M	1,727 A	\$ 38.53 9,539	D	
Common Stock	02/13/2014		M	2,658 A	\$ 32.99 12,197	D	
Common Stock	02/13/2014		M	3,607 A	\$ 25.79 15,804	D	
Common Stock	02/13/2014		S	7,992 D	\$ 86.5361 7,812	D	

(1)

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

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(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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 25.79	02/13/2014		M		3,607		11/10/2012 ⁽²⁾	11/10/2018	Common Stock	3,607
Non-Qualified Stock Option (right to buy)	\$ 32.99	02/13/2014		M		2,658		11/11/2011 ⁽³⁾	11/11/2017	Common Stock	2,658
Non-Qualified Stock Option (right to buy)	\$ 38.53	02/13/2014		M		1,727		11/11/2010 ⁽⁴⁾	11/11/2016	Common Stock	1,727

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAKEEL ARIF
C/O WESTERN DIGITAL CORPORATION
3355 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612

X

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel

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).

Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of

- (1) \$86.51 to a high of \$86.58. 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.

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

- (2) on 2/10/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/10/2015

The option vested 25% one year from the grant date of 11/11/2010, and an additional 6.25% vested at the end of each three-month period

- (3) through 2/11/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/11/2014.

- (4) The option vested 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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