WESTERN DIGITAL CORP
Form 4
November 12, 2013

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DENERO HENRY T

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (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

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	11/08/2013		M		117 (1)	A	$ 0	34,777	D	
Common Stock	11/08/2013		M		6,477	A	$ 38.53	41,254	D	
Common Stock	11/08/2013		M		5,848	A	$ 32.99	47,102	D	
Common Stock	11/08/2013		M		7,364	A	$ 27.64	54,466	D	
	11/08/2013		M		5,050	A	$ 25.79	59,516	D	

Common Stock								
Common Stock	11/08/2013		S	24,739	D	$ 71.1363 (2)	34,777	D
Common Stock	11/11/2013		M	96 (3)	A	$ 0	34,873	D
Common Stock	11/11/2013		S	6,575	D	$ 71.0478 (4)	28,298	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 A Underlying S (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Dividend Equivalent Rights	(1)	11/08/2013		M			117.995	(1)	(1)	Common Stock
Dividend Equivalent Rights	(3)	11/11/2013		M			96.2099	(3)	(3)	Common Stock
Non-Qualified Stock Option (right to buy)	$ 25.79	11/08/2013		M			5,050	11/10/2012(5)	11/10/2018	Common Stock
Non-Qualified Stock Option (right to buy)	$ 27.64	11/08/2013		M			7,364	11/06/2008(6)	11/06/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 32.99	11/08/2013		M			5,848	11/11/2011(7)	11/11/2017	Common Stock
Non-Qualified Stock Option	$ 38.53	11/08/2013		M			6,477	11/11/2010(8)	11/11/2016	Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENERO HENRY T C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	X			

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Henry T. DeNero	11/12/2013
**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) 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 $71.31 was also paid to the holder to settle a fractional dividend equivalent of 0.995.

(2) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of $71.01 to a high of $71.2125. 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.

(3) 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 $15.02 was also paid to the holder to settle a fractional dividend equivalent of 0.2099.

(4) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of $70.84 to a high of $71.25. 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.

(5) 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 on 8/10/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/10/2015.

(6) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

(7) 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 through 8/11/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/11/2014.

(8) The option vested 25% one year from the grant date of 11/11/2009, and an additional 6.25% vested at the end of each three-month period through 8/11/2013. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/11/2013.

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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