

WESTERN DIGITAL CORP

Form 3

November 27, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â MURPHY JAMES J

(Last) (First) (Middle)

C/O WESTERN DIGITAL
CORPORATION,Â 3355
MICHELSON DR, SUITE 100

(Street)

IRVINE,Â CAÂ 92612

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/18/2013

3. Issuer Name **and** Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

President, WD Subsidiary

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

66,884

D Â

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

SEC 1473 (7-02)

**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.****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. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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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	Â (1)	Â (1)	Common Stock	1,267.7886	\$ (1)	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(6)	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				Other
	Director	10% Owner	Officer		
MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DR, SUITE 100 IRVINE, CA 92612	Â	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).

(1) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to 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.

(2) 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.

(3) 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 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)

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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.

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Remarks:

ExhibitÂ List:

ExhibitÂ 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.