

WESTERN DIGITAL CORP
 Form 4
 November 18, 2014

FORM 4

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

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).

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 *
CORDANO MICHAEL D

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)
11/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, HGST 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/14/2014		<u>M</u> ⁽¹⁾		4,960	A	\$ 68.49
Common Stock	11/14/2014		<u>S</u> ⁽¹⁾		4,960	D	\$ 98.01
Common Stock	11/17/2014		<u>M</u> ⁽¹⁾		2,396	A	\$ 38.63
Common Stock	11/17/2014		<u>M</u> ⁽¹⁾		97	A	\$ 68.49
	11/17/2014		<u>S</u> ⁽¹⁾		2,493	D	\$ 90,740

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Common Stock \$ 98.29

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 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
Employee Stock Option (right to buy)	\$ 38.63	11/17/2014		M ⁽¹⁾	2,396	05/16/2013 ⁽²⁾ 05/16/2019	Common Stock	2,396
Employee Stock Option (right to buy)	\$ 68.49	11/14/2014		M ⁽¹⁾	4,960	08/14/2014 ⁽³⁾ 08/14/2020	Common Stock	4,960
Employee Stock Option (right to buy)	\$ 68.49	11/17/2014		M ⁽¹⁾	97	08/14/2014 ⁽³⁾ 08/14/2020	Common Stock	97

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORDANO MICHAEL D C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100			President, HGST Subsidiary	

IRVINE, CA 92612

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Michael D.
Cordano

11/18/2014

__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).
- (1) These transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2014.
- 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
- (2) through 11/16/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 5/16/2016.
- 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
- (3) through 11/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 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.