

WESTERN DIGITAL CORP  
 Form 4  
 November 19, 2013

**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 \*  
 MASSENGILL MATTHEW E

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)  
 11/15/2013

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

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  | (A) or (D)   | Price                                      |        |   |  |
| Common Stock                    | 11/15/2013                           |  | M                              |   | 2,164   | A  | \$ 25.79                                   | 20,436 | D |  |
| Common Stock                    | 11/15/2013                           |  | M                              |   | 3,000   | A  | \$ 27.64                                   | 23,436 | D |  |
| Common Stock                    | 11/15/2013                           |  | M                              |   | 6,909   | A  | \$ 38.53                                   | 30,345 | D |  |
| Common Stock                    | 11/15/2013                           |  | M                              |   | 8,000   | A  | \$ 15.34                                   | 38,345 | D |  |
|                                 | 11/15/2013                           |  | M                              |   | 6,380   | A  | \$ 32.99                                   | 44,725 | D |  |

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Common  
Stock

|                 |            |  |   |        |   |                             |        |   |        |
|-----------------|------------|--|---|--------|---|-----------------------------|--------|---|--------|
| Common<br>Stock | 11/15/2013 |  | S | 33,953 | D | \$<br>74.5185<br><u>(1)</u> | 10,772 | D |        |
| Common<br>Stock |            |  |   |        |   |                             | 4,007  | I | by IRA |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable<br>Expiration<br>Date                         | Title  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 15.34   | 11/15/2013                              |   | M                                    | 8,000   | 11/06/2009 <sup>(2)</sup> 11/06/2015                           | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.79   | 11/15/2013                              |   | M                                    | 2,164   | 11/10/2012 <sup>(3)</sup> 11/10/2018                           | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 27.64   | 11/15/2013                              |   | M                                    | 3,000   | 11/06/2007 <sup>(2)</sup> 11/06/2014                           | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 32.99   | 11/15/2013                              |   | M                                    | 6,380   | 11/11/2011 <sup>(4)</sup> 11/11/2017                           | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 38.53   | 11/15/2013                              |   | M                                    | 6,909   | 11/11/2010 <sup>(2)</sup> 11/11/2016                           | Common<br>Stock  |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MASSENGILL MATTHEW E<br>C/O WESTERN DIGITAL CORPORATION<br>3355 MICHELSON DRIVE, SUITE 100<br>IRVINE, CA 92612 | X             |           |         |       |

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E. Massengill

11/19/2013

\_\_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).

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

(1) \$74.42 to a high of \$74.65. 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.

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

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

(3) on 11/10/2013. 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.

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

(4) through 11/11/2013. 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.

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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