

WESTERN DIGITAL CORP
 Form 4
 March 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
MURPHY JAMES J

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)
03/20/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, WD 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)			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	03/20/2014		M			3,200	A	\$ 26.17	70,084	D	
Common Stock	03/20/2014		M			3,017	A	\$ 29.6	73,101	D	
Common Stock	03/20/2014		M			2,766	A	\$ 38.63	75,867	D	
Common Stock	03/20/2014		M			3,481	A	\$ 43.11	79,348	D	
	03/20/2014		S			12,464	D		66,884	D	

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Common Stock \$ 87.9778
(1)

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.17	03/20/2014		M	3,200	09/08/2011 ⁽²⁾ 09/08/2017	Common Stock	3,200	
Employee Stock Option (right to buy)	\$ 29.6	03/20/2014		M	3,017	09/14/2012 ⁽³⁾ 09/14/2018	Common Stock	3,017	
Employee Stock Option (right to buy)	\$ 38.63	03/20/2014		M	2,766	05/16/2013 ⁽⁴⁾ 05/16/2019	Common Stock	2,766	
Employee Stock Option (right to buy)	\$ 43.11	03/20/2014		M	3,481	09/06/2013 ⁽⁵⁾ 09/06/2019	Common Stock	3,481	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612			President, WD Subsidiary	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James J. Murphy
Date: 03/21/2014

__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) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$87.95 to a high of \$88.03. 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% 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 3/8/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 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 3/14/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/14/2015.
 - (4) The option vested 25% one year from the grant date of 5/16/2012, and an additional 6.25% vested at 2/16/2014. 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.
 - (5) The option vested 25% one year from the grant date of 9/6/2012, and an additional 6.25% vested at the end of each three-month period through 3/6/2014. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/6/2016.

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.