Edgar Filing: WESTERN DIGITAL CORP - Form 4

Form 4	DIGITAL CORP										
May 20, 2014 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-020 Number: January 3			
if no long subject to Section 1 Form 4 o	er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O 5. SECURITIES								Expires: 20 Estimated average burden hours per response		
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17(a) of the P	Public Ut		ling Con	npany	y Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type]	Responses)										
CORDANO MICHAEL D Symbol			er Name and Ticker or Trading ERN DIGITAL CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[WDC]								
CORPORA	(First) (1 ERN DIGITAL TION, 3355 ON DRIVE, SUIT		3. Date of (Month/D 05/16/2)	•	ansaction			Director X Officer (give below) President		Owner er (specify liary	
	(Street)	ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
IRVINE, C.	A 92612							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
Common Stock	05/16/2014			Code V M	Amount 247 (1)	(D) A	Price \$ 0	85,353	D		
Common Stock	05/16/2014			F	3,844 (2)	D	\$ 85.91	81,509	D		
Common Stock	05/16/2014			M <u>(3)</u>	2,395	А	\$ 38.63	83,904	D		
Common Stock	05/16/2014			S <u>(3)</u>	4,772	D	\$ 85.08	79,132	D		

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N Sl
Dividend Equivalent Rights	<u>(1)</u>	05/16/2014		М	247.3097	(1)	(1)	Common Stock	2
Employee Stock Option (right to buy)	\$ 38.63	05/16/2014		M <u>(3)</u>	2,395	05/16/2013 <u>(4)</u>	05/16/2019	Common Stock	

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 IRVINE, CA 92612			President, HGST Subsidiary			
Signatures						
By: /s/ Sandra Garcia Attorney-in-Fact For: Mi Cordano	ichael D.		05/20/2014			

**Signature of Reporting Person

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).

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(1) connection with the vesting of restricted stock units to which the dividend equivalents relate. A cash amount equal to \$26.61 was also paid to the holder to settle a fractional dividend equivalent of 0.3097.

Date

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- (2) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 7, 2013.
- 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
 (4) through 5/16/2014. 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.

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.