SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MILLIGAN STEPHEN D	WESTERN DIGITAL CORP [WDC]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director	10% Owner
C/O WESTERN DIGITAL CORPORATION	08/14/2013	X Officer (give title below)	Other (specify below)
3355 MICHELSON DRIVE, SUITE 100		President & CEO	

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
IRVINE CA 92612		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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[1]	08/14/2013		A		30,697	A	$0	116,658	D	
Common Stock	08/15/2013		M		705[2]	A	$0	117,363	D	
Common Stock	08/15/2013		F		23,776[3]	D	$66.02	93,587	D	
Common Stock	08/15/2013		S[4]		2,534	D	$67.67	91,053	D	
Common Stock[5]	08/15/2013		A		44,863	A	$0	135,916	D	
Common Stock	08/16/2013		S[4]		5,449	D	$65.5345[6]	130,467	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	[2]	08/15/2013		M			719.7076	[2]	[2]	Common Stock	719.7076	$0	4,191.3157	D	
Employee Stock Option (right to buy)	$68.49	08/14/2013		A		90,621		08/14/2014[7]	08/14/2020	Common Stock	90,621	$0	90,621	D	

Explanation of Responses:

1. Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

2. An amount equal to 14.413 dividend equivalents were canceled without payment in connection with the determination of the achievement level of the performance-based restricted stock units to which the dividend equivalents relate. The remaining 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 connection with the vesting of the performance-based restricted stock units to which the dividend equivalents relate. A cash amount equal to $19.45 was also paid to the holder to settle a fractional dividend equivalent of 0.2946.

3. Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2013.

5. Represents shares issued as payment in respect of the vesting of a performance-based stock unit award.

6. Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of $65.20 to a high of $65.89. 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.

7. The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D. Milligan   08/16/2013

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.