SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burg	den									
hours per response:	0.5									

						npany / lot of 2010						
1. Name and Address of Reporting Person [*] DENERO HENRY T				er Name and Ticker			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
							X	Director	10% 0	Dwner		
(Last) (First) (Middle) C/O WESTERN DIGITAL CORPORATION 3355 MICHELSON DRIVE, SUITE 100				e of Earliest Transac /2015	ction (Month/I	Day/Year)		Officer (give title below)	Other	(specify)		
3355 MICHELSON DRIVE, SUITE 100			4. If Ar	nendment, Date of (Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)							X	Form filed by One	e Reporting Pers	on		
IRVINE	CA	92612						Form filed by Mo Person	re than One Rep	orting		
(City)	(State)	(Zip)										
		Table I - Nor	n-Derivative S	Securities Acq	uired, Dis	posed of, or Benefic	cially (Dwned				
1. Title of Secur	rity (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature of		

1. The of Security (instr. 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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. Transa Code (8)		Derivative		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)	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		(Instr. 4)		
Dividend Equivalent Rights	(1)	01/15/2015		А		27.9279		(1)	(1)	Common Stock	27.9279	\$0.0	230.0433	D	

Explanation of Responses:

1. The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.

By: /s/ Sandra Garcia Attorney-01/20/2015

in-Fact For: Henry T. DeNero

** 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.