SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Ac <u>WELSH J.</u>	ldress of Reporti AMES K	ng Person [*]	2. Date of Event Requiring Stater (Month/Day/Yea 08/16/2010	ment	3. Issuer Name and Ticker or Trading Symbol <u>WESTERN DIGITAL CORP</u> [WDC]							
(Last)(First)(Middle)C/O WESTERN DIGITAL CORPORATION20511 LAKE FOREST DRIVE					4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below)		on(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check			
(Street) LAKE FOREST	СА	92630-7741			EVP &	l Products		Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					42,948		D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Securit			4. Conve or Exe Price	ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Deriva Secur	tive	or Indirect (I) (Instr. 5)		
Employee Sto	ployee Stock Option (right to buy)		02/04/2010 ⁽¹⁾	02/04/2016	6 Common Stock		49,504	16.85		D		
Employee Sto	Employee Stock Option (right to buy)		11/08/2007 ⁽²⁾	11/08/2016	6 Commo	n Stock	1,894	19.4		D		
Employee Stock Option (right to buy)		09/12/2008 ⁽³⁾	09/12/2014	Commo	n Stock	7,708	23.46		D			
Employee Stock Option (right to buy)		09/11/2009 ⁽⁴⁾	09/11/2015	Common Stock		19,197	19,197 23.78		D			
Employee Stock Option (right to buy)			02/06/2009 ⁽⁵⁾	02/06/2015	5 Commo	n Stock	9,751	28	.09	D		
Employee Stock Option (right to buy)			09/10/2010 ⁽⁶⁾	09/10/2016	6 Commo	n Stock	20,655	35	.75	D		

Explanation of Responses:

1. The option vested 25% one year from the grant date of February 4, 2009, and an additional 6.25% vested at the end of each three-month period through August 4, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on February 4, 2013.

2. The option vested 25% one year from the grant date of November 8, 2006, and an additional 6.25% vested at the end of each three-month period through August 8, 2010. The remaining shares subject to the option will vest in full on November 8, 2010.

3. The option vested 25% one year from the grant date of September 12, 2007, and an additional 6.25% vested at the end of each three-month period through June 12, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on September 12, 2011.

4. The option vested 25% one year from the grant date of September 11, 2008, and an additional 6.25% vested at the end of each three-month period through June 11, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on September 11, 2012.

5. The option vested 25% one year from the grant date of February 6, 2008, and an additional 6.25% vested at the end of each three-month period through August 6, 2010. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on February 6, 2012.

6. 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: James K. 08/23/2010

<u>Welsh</u>

** 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 5 (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.