

MURPHY JAMES J
Form 3
August 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
 Â MURPHY JAMES J
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 08/16/2010

3. Issuer Name and Ticker or Trading Symbol
 WESTERN DIGITAL CORP [WDC]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O WESTERN DIGITAL CORPORATION,Â 20511 LAKE FOREST DRIVE
 (Street)

LAKE FOREST,Â CAÂ 92630-7741
 (City) (State) (Zip)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP, WWS & Sales Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 41,697 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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 Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: MURPHY JAMES J - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 02/04/2010 ⁽¹⁾ | 02/04/2016 | Common Stock | 56,576 | \$ 16.85 | D | Â |
| Employee Stock Option (right to buy) | 11/08/2007 ⁽²⁾ | 11/08/2016 | Common Stock | 3,551 | \$ 19.4 | D | Â |
| Employee Stock Option (right to buy) | 09/12/2008 ⁽³⁾ | 09/12/2014 | Common Stock | 7,399 | \$ 23.46 | D | Â |
| Employee Stock Option (right to buy) | 09/11/2009 ⁽⁴⁾ | 09/11/2015 | Common Stock | 21,330 | \$ 23.78 | D | Â |
| Employee Stock Option (right to buy) | 02/06/2009 ⁽⁵⁾ | 02/06/2015 | Common Stock | 11,375 | \$ 28.09 | D | Â |
| Employee Stock Option (right to buy) | 09/10/2010 ⁽⁶⁾ | 09/10/2016 | Common Stock | 17,213 | \$ 35.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| MURPHY JAMES J C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741 | Â | Â | Â | EVP, WWS & Sales Ops |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: James J. Murphy

08/23/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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)

Edgar Filing: MURPHY JAMES J - Form 3

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.

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.