

COYNE JOHN F
Form 3
November 29, 2004

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

OMB APPROVAL

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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)

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â COYNE JOHN F</p> <p>(Last) (First) (Middle)</p> <p>C/O WESTERN DIGITAL CORPORATION,Â 20511 LAKE FOREST DRIVE</p> <p>(Street)</p> <p>LAKE FOREST,Â CAÂ 92630-7741</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/18/2004</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WESTERN DIGITAL CORP [WDC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr. VP, Worldwide Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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 | 77,000 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 09/26/2002 ⁽²⁾ | 09/26/2011 | Common Stock | 53,000 | \$ 2.1 | D | Â |
| Employee Stock Option (right to buy) | 09/23/2003 ⁽²⁾ | 09/23/2012 | Common Stock | 75,000 | \$ 3.85 | D | Â |
| Employee Stock Option (right to buy) | 10/27/2001 ⁽³⁾ | 10/27/2010 | Common Stock | 15,000 | \$ 6 | D | Â |
| Employee Stock Option (right to buy) | 11/09/2005 ⁽²⁾ | 11/09/2014 | Common Stock | 60,000 | \$ 8.89 | D | Â |
| Employee Stock Option (right to buy) | 09/09/2000 ⁽⁴⁾ | 09/09/2008 | Common Stock | 27,600 | \$ 10.25 | D | Â |
| Employee Stock Option (right to buy) | 08/11/1999 ⁽⁵⁾ | 08/11/2008 | Common Stock | 4,000 | \$ 11.6875 | D | Â |
| Employee Stock Option (right to buy) | 08/06/2005 ⁽⁶⁾ | 08/06/2008 | Common Stock | 3,682 | \$ 12.25 | D | Â |
| Employee Stock Option (right to buy) | 10/24/2004 ⁽²⁾ | 10/24/2013 | Common Stock | 50,000 | \$ 12.84 | D | Â |
| Employee Stock Option (right to buy) | 11/17/1999 ⁽²⁾ | 11/17/2008 | Common Stock | 16,000 | \$ 12.875 | D | Â |
| Employee Stock Option (right to buy) | 02/23/1999 ⁽²⁾ | 02/23/2008 | Common Stock | 10,000 | \$ 18.625 | D | Â |
| Employee Stock Option (right to buy) | 10/08/1997 ⁽²⁾ | 10/08/2006 | Common Stock | 40,000 | \$ 21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COYNE JOHN F C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST,Â CAÂ 92630-7741 | Â | Â | Â Sr. VP, Worldwide Operations | Â |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: John F. Coyne

11/29/2004

**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 direct ownership includes 22,346 shares of restricted stock that remains unvested and 33,218 shares that the reporting person has acquired through the issuer's Employee Stock Purchase Plan.
- (2) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (3) On the grant date, a stock option to purchase 40,000 shares was granted, of which 25,000 shares have been exercised by the reporting person. The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (4) The option vests 10% 2 years from the grant date, 20% 3 years from the grant date, 30% 4 years from the grant date, and the final 40% 5 years from the grant date.
- (5) The option vests 25% one year from the grant date and 75% two years from the grant date.
- (6) The option vests 100% seven years from the grant date.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â Power-of-Attorney

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

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