

WESTERN DIGITAL CORP
 Form 4
 December 07, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
SHAKEEL ARIF

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

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 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 or Price		
Common Stock	12/06/2004		M		46,750 A \$ 2.1	D	
Common Stock	12/06/2004		M		137,500 A \$ 3.85	D	
Common Stock	12/06/2004		M		26,250 A \$ 4.8125	D	
Common Stock	12/06/2004		M		25,300 A \$ 4.9375	D	
	12/06/2004		M		14,200 A \$ 6	D	

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Common Stock								
Common Stock	12/06/2004	S	100,000	D	\$ 10.7	159,210	D	
Common Stock	12/06/2004	S	8,500	D	\$ 10.78	150,710	D	
Common Stock	12/06/2004	S	91,500	D	\$ 10.75	59,210	D	
Common Stock	12/06/2004	S	43,300	D	\$ 10.9	15,910	D	
Common Stock	12/06/2004	S	6,700	D	\$ 10.91	9,210	D	
Common Stock						2,763	I	by Trust 401(K)

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 2.1	12/06/2004		M	46,750	03/26/2002 ⁽¹⁾ 09/26/2011	Common Stock	46
Employee Stock Option (right to buy)	\$ 3.85	12/06/2004		M	137,500	03/23/2003 ⁽²⁾ 09/23/2012	Common Stock	137
Employee Stock Option	\$ 4.8125	12/06/2004		M	26,250	01/27/2001 ⁽³⁾ 01/27/2010	Common Stock	26

(right to buy)

Employee Stock

Option \$ 4.9375 12/06/2004

M

25,300

07/28/2000⁽⁴⁾

07/28/2009

Common Stock

25

(right to buy)

Employee Stock

Option \$ 6 12/06/2004

M

14,200

04/27/2001⁽⁵⁾

10/27/2010

Common Stock

14

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAKEEL ARIF C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	X		President and COO	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel

12/07/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The option vested 25% 6 months from the grant date of 9/26/2001, and the remaining 75% vested in three equal installments on September 26, 2002, 2003 and 2004.
- (2) The option vested 25% 6 months from the grant date of 9/23/2002, 50% vested in two equal installments on September 23, 2003 and 2004, and the final 25% will vest on September 23, 2005.
- (3) The option vested 25% 12 months from the grant date of 1/27/2000 and 6.25% at the end of each three-month period thereafter.
- (4) The option vested in four equal installments on July 28, 2000, 2001, 2002 and 2003.
- (5) The option vested 25% 6 months from the grant date of 10/27/2000, and the remaining 75% vested in three equal installments on October 27, 2001, 2002 and 2003.

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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