

BUKATY RAYMOND M
Form 4
December 13, 2004

FORM 4

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

OMB APPROVAL

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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 *
BUKATY RAYMOND M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP, Admin, Gen Cnsl & Secty

(Last) (First) (Middle)
C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2004

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

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

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Common Stock | 12/10/2004 | | M | 5,000 | A | \$ 6.23 | 84,410 | D |
| Common Stock | 12/10/2004 | | M | 25,000 | A | \$ 3.85 | 109,410 | D |
| Common Stock | 12/10/2004 | | S | 28,400 | D | \$ 10.35 | 81,010 | D |
| Common Stock | 12/10/2004 | | S | 1,600 | D | \$ 10.36 | 79,410 | D |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 3.85 | 12/10/2004 | | M | 25,000 | 03/23/2003 ⁽¹⁾ 09/23/2012 | Common Stock | 25,000 |
| Employee Stock Option (right to buy) | \$ 6.23 | 12/10/2004 | | M | 5,000 | 09/28/2002 ⁽²⁾ 03/28/2012 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUKATY RAYMOND M
C/O WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CA 92630-7741

Sr VP, Admin, Gen Cnsl & Secty

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Raymond M. Bukaty

12/13/2004

__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 9/23/2002, 50% vested in two equal installments on September 23, 2003 and 2004, and the final 25% will vest on September 23, 2005.
- (2) The option vested 25% 6 months from the grant date of 3/28/2002, 50% vested in two equal installments on March 28, 2003 and 2004, and the final 25% will vest on March 28, 2005.

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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