

MOGHADAM HOSSEIN M
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)

1. Name and Address of Reporting Person *
 Â MOGHADAM HOSSEIN M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/18/2004

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)
 Sr. VP, Research & Development

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	73,499 ⁽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	22,500	\$ 2.1	D	Â
Employee Stock Option (right to buy)	09/23/2003 ⁽³⁾	09/23/2012	Common Stock	75,000	\$ 3.85	D	Â
Employee Stock Option (right to buy)	05/30/2002 ⁽⁴⁾	11/30/2011	Common Stock	10,000	\$ 4.71	D	Â
Employee Stock Option (right to buy)	10/27/2001 ⁽⁵⁾	10/27/2010	Common Stock	7,500	\$ 6	D	Â
Employee Stock Option (right to buy)	10/09/2001 ⁽⁶⁾	10/09/2010	Common Stock	183,750	\$ 6.1875	D	Â
Employee Stock Option (right to buy)	09/03/2005 ⁽³⁾	09/03/2014	Common Stock	10,000	\$ 8.01	D	Â
Employee Stock Option (right to buy)	11/09/2005 ⁽³⁾	11/09/2014	Common Stock	48,000	\$ 8.89	D	Â
Employee Stock Option (right to buy)	10/24/2004 ⁽³⁾	10/24/2013	Common Stock	50,000	\$ 12.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
MOGHADAM HOSSEIN M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	Â	Â	Â Sr. VP, Research & Development	Â	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Hossein M. Moghadam

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 33,520 shares of restricted stock that remains unvested and 8,253 shares that the reporting person has acquired through the issuer's Employee Stock Purchase Plan.
 - (2) On the grant date, a stock option to purchase 36,000 shares was granted, of which 13,500 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.
 - (3) 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) On the grant date, a stock option to purchase 40,000 shares was granted, of which 30,000 shares have been exercised by the reporting person. The option vests 25% at the end of each consecutive six-month period after the grant date.

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- (5) On the grant date, a stock option to purchase 20,000 shares was granted, of which 12,500 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.
- (6) On the grant date, a stock option to purchase 250,000 shares was granted, of which 66,250 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.

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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.

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.