

WESTERN DIGITAL CORP

Form 4

June 09, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUKATY RAYMOND M

(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)
06/06/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	02/13/2008		G	V 1,000 (1)	D \$ 0	152,663	D
Common Stock	06/06/2008		M	21,500	A \$ 13.07	174,734 (2)	D
Common Stock	06/06/2008		M	4,875	A \$ 10.3	179,609	D
Common Stock	06/06/2008		M	3,625	A \$ 10.21	183,234	D
	06/06/2008		S	3,900	D \$ 39.55	179,334	D

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Common Stock							
Common Stock	06/06/2008	S	1,400	D	\$ 39.6	177,934	D
Common Stock	06/06/2008	S	1,900	D	\$ 39.59	176,034	D
Common Stock	06/06/2008	S	3,800	D	\$ 39.62	172,234	D
Common Stock	06/06/2008	S	1,600	D	\$ 39.65	170,634	D
Common Stock	06/06/2008	S	1,182	D	\$ 39.63	169,452	D
Common Stock	06/06/2008	S	2,455	D	\$ 39.56	166,997	D
Common Stock	06/06/2008	S	1,800	D	\$ 39.58	165,197	D
Common Stock	06/06/2008	S	1,200	D	\$ 39.645	163,997	D
Common Stock	06/06/2008	S	500	D	\$ 39.64	163,497	D
Common Stock	06/06/2008	S	9,563	D	\$ 39.57	153,934	D
Common Stock	06/06/2008	S	700	D	\$ 39.61	153,234	D

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

Employee Stock Option (right to buy)	\$ 10.21	06/06/2008	M	3,625	01/20/2006 ⁽³⁾	01/20/2015	Common Stock	3,625
Employee Stock Option (right to buy)	\$ 10.3	06/06/2008	M	4,875	01/29/2005 ⁽⁴⁾	01/29/2014	Common Stock	4,875
Employee Stock Option (right to buy)	\$ 13.07	06/06/2008	M	21,500	09/24/2004 ⁽⁴⁾	09/24/2013	Common Stock	21,500

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

Raymond M. 06/09/2008
Bukaty

 Date
**Signature of Reporting Person

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) This transaction reflects a bona fide gift to a charitable organization on February 13, 2008, and is being reported on a voluntary basis.
- (2) Includes 571 shares acquired under the issuer's Employee Stock Purchase Plan on May 31, 2008.
- The option vested 25% on the first anniversary of the grant date of 1/20/2005, and an additional 6.25% vested at the end of each
- (3) three-month period through 4/20/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 1/20/2009.
- (4) The option vested 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.