

WESTERN DIGITAL CORP

Form 4

June 20, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE ROGER H/CA

(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)
06/19/2008

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)

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	(A) or (D)	Price			
Common Stock	06/19/2008		M		10,000	A	\$ 7.91	23,570	D	
Common Stock	06/19/2008		M		8,750	A	\$ 9.21	32,320	D	
Common Stock	06/19/2008		M		10,000	A	\$ 11.61	42,320	D	
Common Stock	06/19/2008		M		1,250	A	\$ 13.76	43,570	D	
	06/19/2008		S		5,000	D		38,570	D	

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Common Stock						\$ 39.12		
Common Stock	06/19/2008	S	5,000	D	\$ 39.1	33,570	D	
Common Stock	06/19/2008	S	5,000	D	\$ 39.15	28,570	D	
Common Stock	06/19/2008	S	5,000	D	\$ 39.17	23,570	D	
Common Stock	06/19/2008	S	5,000	D	\$ 39	18,570	D	
Common Stock	06/19/2008	S	5,000	D	\$ 39.05	13,570	D	

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.91	06/19/2008		M	10,000	11/14/2003 ⁽¹⁾ 11/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.21	06/19/2008		M	8,750	11/18/2005 ⁽²⁾ 11/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.61	06/19/2008		M	10,000	11/20/2004 ⁽¹⁾ 11/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.76	06/19/2008		M	1,250	11/17/2006 ⁽³⁾ 11/17/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE ROGER H/CA C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	X			

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Roger H. Moore

06/20/2008

__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% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

The option vested 25% on the first anniversary of the grant date of 11/18/04, and an additional 6.25% vested at the end of each three-month period through 5/18/08. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/18/08.

(2) The option vested 25% on the first anniversary of the grant date of 11/17/05, and an additional 6.25% vested at the end of each three-month period through 5/17/08. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/17/09.

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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