

WESTERN DIGITAL CORP
Form 4
March 09, 2005

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 *
MOGHADAM HOSSEIN 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)
03/07/2005

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)
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 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	03/07/2005		M		183,750	A	\$ 6.1875
Common Stock	03/07/2005		M		7,500	A	\$ 6
Common Stock	03/07/2005		M		15,750	A	\$ 2.1
Common Stock	03/07/2005		M		10,000	A	\$ 4.71
	03/07/2005		M		42,188	A	\$ 3.85
							259,708 ⁽¹⁾
							267,208
							282,958
							292,958
							335,146

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Common Stock							
Common Stock	03/07/2005		S	11,064	D	\$ 12.01	324,082 D
Common Stock	03/07/2005		S	15,450	D	\$ 12.04	308,632 D
Common Stock	03/07/2005		S	3,100	D	\$ 12.06	305,532 D
Common Stock	03/07/2005		S	1,012	D	\$ 12.08	304,520 D
Common Stock	03/07/2005		S	250,100	D	\$ 12	54,420 D
Common Stock	03/07/2005		S	20,000	D	\$ 12.02	34,420 D
Common Stock	03/07/2005		S	900	D	\$ 12.03	33,520 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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 2.1	03/07/2005		M	15,750	09/26/2002 ⁽²⁾	09/26/2011	Common Stock	15
Employee Stock Option (right to buy)	\$ 3.85	03/07/2005		M	42,188	09/23/2003 ⁽³⁾	09/23/2012	Common Stock	42

Employee Stock Option (right to buy)	\$ 4.71	03/07/2005	M	10,000	05/30/2002 ⁽⁴⁾	11/30/2011	Common Stock	10
Employee Stock Option (right to buy)	\$ 6	03/07/2005	M	7,500	10/27/2001 ⁽⁵⁾	10/27/2010	Common Stock	7,
Employee Stock Option (right to buy)	\$ 6.1875	03/07/2005	M	183,750	10/09/2001 ⁽⁶⁾	10/09/2010	Common Stock	183

Reporting Owners

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

Signatures

By: /s/ Michael Ray Attorney-in-Fact For: Hossein M. Moghadam
Date: 03/09/2005

__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) Includes 2,459 shares acquired under the issuer's Employee Stock Purchase Plan on January 31, 2005.
The option vested 25% one year from the grant date of 9/26/2001, and an additional 6.25% vested at the end of each three-month period through 12/26/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/26/2005.
- (3) The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested at the end of each three-month period through 12/23/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/23/2006.
- (4) The option vested 25% at the end of each six-month period from the grant date of 11/30/2001 in four equal installments on 5/30/02, 11/30/02, 5/30/03 and 11/30/03.
- (5) The option vested 25% one year from the grant date of 10/27/2000 and 6.25% at the end of each three-month period thereafter.
- (6) The option vested 25% one year from the grant date of 10/09/2000 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.