

WESTERN DIGITAL CORP

Form 4

March 09, 2005

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
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(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
X Officer (give title below) ____ Other (specify below)
Sr. VP, Research & Development

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

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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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Num Shar
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

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.

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.

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