

MOGHADAM HOSSEIN M

Form 4

December 12, 2005

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

OMB APPROVAL

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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

(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)
12/08/20054. 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)
Senior VP & CTO6. 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 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	12/08/2005		M		14,062 A	\$ 3.85	114,316 D
Common Stock	12/08/2005		M		25,000 A	\$ 12.84	139,316 D
Common Stock	12/08/2005		M		12,000 A	\$ 8.89	151,316 D
Common Stock	12/08/2005		M		2,500 A	\$ 8.01	153,816 D
	12/08/2005		M		6,750 A	\$ 2.1	160,566 D

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Common
Stock

Common Stock	12/08/2005	S	65,426	D	\$ 15.23	95,140	D
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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)	\$ 2.1	12/08/2005		M		6,750		09/26/2002 ⁽¹⁾	09/26/2011	Common Stock	6,750
Employee Stock Option (right to buy)	\$ 3.85	12/08/2005		M		14,062		09/23/2003 ⁽²⁾	09/23/2012	Common Stock	14,062
Employee Stock Option (right to buy)	\$ 8.01	12/08/2005		M		2,500		09/03/2005 ⁽³⁾	09/03/2014	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 8.89	12/08/2005		M		12,000		11/09/2005 ⁽⁴⁾	11/09/2014	Common Stock	12,000
Employee Stock Option	\$ 12.84	12/08/2005		M		25,000		10/24/2004 ⁽⁵⁾	10/24/2013	Common Stock	25,000

(right to
buy)

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			Senior VP & CTO	

Signatures

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

12/12/2005

__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) 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% 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 9/23/2005. 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.

(3) The option vested 25% one year from the grant date of 9/3/2004, and an additional 6.25% vested at the end of each three-month period through 12/3/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/3/2008.

(4) The option vested 25% one year from the grant date of 11/9/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/9/2008.

(5) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested at the end of each three-month period through 10/24/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 10/24/2007.

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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