

MILLIGAN STEPHEN D
 Form 4
 January 31, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLIGAN STEPHEN D

2. Issuer Name and Ticker or Trading Symbol
**WESTERN DIGITAL CORP
 [WDC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP & CFO

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/29/2006		F		6,703 <u>(1)</u>	D	\$ 21.74 230,916 <u>(2)</u> D
Common Stock	01/30/2006		M		40,000	A	\$ 3.85 270,916 D
Common Stock	01/30/2006		S		39,100	D	\$ 21.95 231,816 D
Common Stock	01/30/2006		S		900	D	\$ 22.03 230,916 D
					772	I	

Common
Stock

by Trust
401(K)

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.85	01/30/2006		M	40,000	09/23/2003 ⁽³⁾ 09/23/2012	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Senior VP & CFO	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D. Milligan

01/31/2006

**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) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

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- (2) Includes 1,194 shares acquired under the issuer's Employee Stock Purchase Plan on July 31, 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 12/23/2005. 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.

Remarks:

The reporting owner acquired 71.2266 shares of WDC common stock in an exempt transaction under the issuer's 401(k) plan s

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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