

WESTERN DIGITAL CORP

Form 4

January 03, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEHRENDT PETER D**

(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)  
**01/01/2008**

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock <sup>(1)</sup>	01/01/2008		A		3,310	A \$ 0	38,340 D
Common Stock	01/01/2008		M		4,527 <sup>(2)</sup>	A \$ 0	42,867 D
Common Stock	01/01/2008		D		4,527 <sup>(2)</sup>	D \$ 19.46	38,340 D
Common Stock	01/01/2008		M		2,120 <sup>(3)</sup>	A \$ 0	40,460 D
						250	I by Son

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Common  
Stock

Common Stock 250 I by Son 2

Common Stock 250 I by Son 3

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Deferred Stock Units	\$ 0 <sup>(4)</sup>	01/01/2008		M	2,120	01/01/2008 <sup>(3)</sup> <sup>(3)</sup>	Common Stock 2,120
Phantom Stock	\$ 0	01/01/2008		M	4,527 <sup>(2)</sup>	01/01/2008 01/01/2008	Common Stock 4,527

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BEHRENDT PETER D  
C/O WESTERN DIGITAL CORPORATION  
20511 LAKE FOREST DRIVE  
LAKE FOREST, CA 92630-7741

X

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Peter D.  
Behrendt

01/03/2008

\_\_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) Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

This transaction does not represent the sale of common stock nor the exercise of an option. It represents the vesting and payout in cash of
- (2) an award of "share units" pursuant to an award under the Non-Employee Directors Restricted Stock Unit Plan as in effect prior to November 17, 2005. These units vested and became payable to the reporting person in cash in accordance with such Plan.
- (3) The deferred stock units are being converted into shares of the Issuer's common stock on a one-for-one basis pursuant to the reporting person's previous election under the Issuer's Non-Employee Directors Stock-For-Fees Plan and the Issuer's Deferred Compensation Plan. The deferred stock units became payable on January 1, 2008 to the reporting person in accordance with that Plan.
- (4) 1-for-1

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.