

SHAKEEL ARIF
Form 4
February 03, 2006

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 *
SHAKEEL ARIF

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)
02/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/01/2006 | | M | | 11,000 | \$ 10.21 | A 1,594,962 D |
| Common Stock | 02/01/2006 | | S | | 7,700 | \$ 21.8 | D 1,587,262 D |
| Common Stock | 02/01/2006 | | S | | 900 | \$ 21.81 | D 1,586,362 D |
| Common Stock | 02/01/2006 | | S | | 1,000 | \$ 21.82 | D 1,585,362 D |
| | 02/01/2006 | | S | | 900 | | D 1,584,462 D |

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| | | | | | | | | |
|--------------|------------|--|---|---------|----------|----------|-----------|-------------------|
| Common Stock | | | | | \$ 21.83 | | | |
| Common Stock | 02/01/2006 | | S | 500 | D | \$ 21.84 | 1,583,962 | D |
| Common Stock | 02/02/2006 | | M | 16,500 | A | \$ 10.21 | 1,600,462 | D |
| Common Stock | 02/02/2006 | | M | 103,500 | A | \$ 13.07 | 1,703,962 | D |
| Common Stock | 02/02/2006 | | S | 18,900 | D | \$ 21.87 | 1,685,062 | D |
| Common Stock | 02/02/2006 | | S | 24,400 | D | \$ 21.88 | 1,660,662 | D |
| Common Stock | 02/02/2006 | | S | 16,700 | D | \$ 21.89 | 1,643,962 | D |
| Common Stock | 02/02/2006 | | S | 56,100 | D | \$ 21.97 | 1,587,862 | D |
| Common Stock | 02/02/2006 | | S | 3,900 | D | \$ 21.98 | 1,583,962 | D |
| Common Stock | | | | | | | 5,030 | I by Trust 401(K) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (right to buy) | \$ 10.21 | 02/01/2006 | | M | 11,000 | 01/20/2006 ⁽¹⁾ | 01/20/2015 | Common Stock | 11 |
| | \$ 10.21 | 02/02/2006 | | M | 16,500 | 01/20/2006 ⁽¹⁾ | 01/20/2015 | | 16 |

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 13.07 02/02/2006
(right to
buy)

M 103,500 09/24/2004⁽²⁾ 09/24/2013

Common
Stock 103

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAKEEL ARIF C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741 | X | | President and CEO | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif
Shakeel

02/03/2006

__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) A total of 62,500 shares vested one year from the grant date of 1/20/2005. The remaining shares subject to the option will vest in substantially equal installments at the end of each three-month period until fully vested on 10/20/2007.

(2) The option vested 25% one year from the grant date of 9/24/2003, and an additional 6.25% vested each three-month period through 12/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/24/2007.

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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