SHAKEEL ARIF
Form 4
February 01, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAKEEL ARIF

(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)
01/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	01/30/2006		M		57,500	A	$ 3.85	1,637,962	D	
Common Stock	01/30/2006		M		15,000	A	$ 10.21	1,652,962	D	
Common Stock	01/30/2006		M		1,000	A	$ 13.07	1,653,962	D	
Common Stock	01/30/2006		S		2,900	D	$ 21.88	1,651,062	D	
	01/30/2006		S		4,800	D		1,646,262	D	

Common Stock					$ 21.89			
Common Stock	01/30/2006	S	3,500	D	$ 21.9	1,642,762	D	
Common Stock	01/30/2006	S	1,600	D	$ 21.91	1,641,162	D	
Common Stock	01/30/2006	S	1,000	D	$ 21.92	1,640,162	D	
Common Stock	01/30/2006	S	13,500	D	$ 21.93	1,626,662	D	
Common Stock	01/30/2006	S	4,700	D	$ 21.94	1,621,962	D	
Common Stock	01/30/2006	S	9,000	D	$ 21.95	1,612,962	D	
Common Stock	01/30/2006	S	2,200	D	$ 21.96	1,610,762	D	
Common Stock	01/30/2006	S	6,800	D	$ 21.97	1,603,962	D	
Common Stock	01/30/2006	S	20,000	D	$ 22	1,583,962	D	
Common Stock	01/31/2006	M	20,000	A	$ 10.21	1,603,962	D	
Common Stock	01/31/2006	S	10,000	D	$ 21.81	1,593,962	D	
Common Stock	01/31/2006	S	10,000	D	$ 21.83	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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securiti (Instr. 3 and 4)

			and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 3.85	01/30/2006	M			57,500	03/23/2003(1)	09/23/2012	Common Stock	57,5
Employee Stock Option (right to buy)	$ 10.21	01/30/2006	M			15,000	01/20/2006(2)	01/20/2015	Common Stock	15,0
Employee Stock Option (right to buy)	$ 10.21	01/31/2006	M			20,000	01/20/2006(2)	01/20/2015	Common Stock	20,0
Employee Stock Option (right to buy)	$ 13.07	01/30/2006	M			1,000	09/24/2004(3)	09/24/2013	Common Stock	1,00

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	02/01/2006
**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) The option vested 25% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.

(2) 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.

(3) 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.

Remarks:

The reporting owner acquired 732.8971 shares of WDC common stock in an exempt transaction under the issuer's 401(k) plan

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