

MILLIGAN STEPHEN D
 Form 4
 February 21, 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP & CFO

(Last) (First) (Middle)
 C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2006

LAKE FOREST, CA 92630-7741
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/16/2006		A	55,000	A \$ 0	285,916	D
Common Stock	02/17/2006		M	27,407	A \$ 3.85	313,323	D
Common Stock	02/17/2006		M	46,875	A \$ 9.7	360,198	D
Common Stock	02/17/2006		M	13,500	A \$ 10.21	373,698	D
	02/17/2006		M	33,750	A	407,448	D

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Common Stock						\$ 13.07		
Common Stock	02/17/2006	S	200	D		\$ 24.12	407,248	D
Common Stock	02/17/2006	S	2,800	D		\$ 24.11	404,448	D
Common Stock	02/17/2006	S	10,000	D		\$ 24.05	394,448	D
Common Stock	02/17/2006	S	1,000	D		\$ 24.07	393,448	D
Common Stock	02/17/2006	S	15,000	D		\$ 24.01	378,448	D
Common Stock	02/17/2006	S	40,000	D		\$ 24	338,448	D
Common Stock	02/17/2006	S	10,000	D		\$ 24.02	328,448	D
Common Stock	02/17/2006	S	30,000	D		\$ 24.03	298,448	D
Common Stock	02/17/2006	S	12,532	D		\$ 24.04	285,916	D
Common Stock							772	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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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)
Employee Stock	\$ 3.85	02/17/2006		M	27,407	09/23/2003 ⁽²⁾ 09/23/2012	Common Stock

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 9.7	02/17/2006	M	46,875	07/30/2004 ⁽³⁾	07/30/2013	Common Stock	46,8
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Employee
Stock

Option (right to buy)	\$ 10.21	02/17/2006	M	13,500	01/20/2006 ⁽⁴⁾	01/20/2015	Common Stock	13,5
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Employee
Stock

Option (right to buy)	\$ 13.07	02/17/2006	M	33,750	09/24/2004 ⁽⁵⁾	09/24/2013	Common Stock	33,7
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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

02/21/2006

__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) 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.

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.

(3) The option vested 25% one year from the grant date of 7/30/2003, and an additional 6.25% vested at the end of each three-month period through 1/30/2006. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 7/30/2007.

(4) The option vested 25% one year from the grant date of 1/20/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 1/20/2009.

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The option vested 25% one year from the grant date of 9/24/2003, and an additional 6.25% vested at the end of each three-month period (5) through 12/24/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 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. 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.