

WESTERN DIGITAL CORP

Form 4

September 04, 2007

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLIGAN STEPHEN 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)  
**08/30/2007**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 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	08/30/2007		M		4,687	A \$ 9.7	133,058 D
Common Stock	08/30/2007		M		3,750	A \$ 13.07	136,808 D
Common Stock	08/30/2007		M		3,374	A \$ 10.21	140,182 D
Common Stock	08/30/2007		S		200	D \$ 23.54	139,982 D
	08/30/2007		S		1,750	D	138,232 D

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Common Stock						\$ 23.53	
Common Stock	08/30/2007	S	1,700	D		\$ 23.51	136,532 D
Common Stock	08/30/2007	S	8,161	D		\$ 23.5	128,371 D
Common Stock	08/31/2007	F	13,725 (1)	D		\$ 23.36	114,646 D

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

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(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
Employee Stock Option (right to buy)	\$ 9.7	08/30/2007		M		4,687		07/30/2004 <sup>(2)</sup>	07/30/2013	Common Stock	4,687
Employee Stock Option (right to buy)	\$ 10.21	08/30/2007		M		3,374		01/20/2006 <sup>(3)</sup>	01/20/2015	Common Stock	3,374
Employee Stock Option (right to buy)	\$ 13.07	08/30/2007		M		3,750		09/24/2004 <sup>(4)</sup>	09/24/2013	Common Stock	3,750

## 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/ Van Huynh Attorney-in-Fact For: Stephen D. Milligan

09/04/2007

\_\_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).
  - (2) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
  - (3) An aggregate of 13,500 shares subject to the option vested one year from the grant date of 1/20/2005, 20,250 shares vested in substantially equal installments each three-month period through 7/20/2007, and 6,750 shares vested on 8/31/2007.
  - (4) An aggregate of 15,000 shares subject to the option vested one year from the grant date of 9/24/2003, 41,250 shares vested in substantially equal installments each three-month period through 6/24/2007, and 3,750 shares vested on 8/31/2007.

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.