

WESTERN DIGITAL CORP

Form 4

March 09, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOGHADAM HOSSEIN M

(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)
03/07/2005

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)
Sr. VP, Research & Development

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	03/07/2005		M		183,750	A	\$ 6.1875	259,708 ⁽¹⁾	D	
Common Stock	03/07/2005		M		7,500	A	\$ 6	267,208	D	
Common Stock	03/07/2005		M		15,750	A	\$ 2.1	282,958	D	
Common Stock	03/07/2005		M		10,000	A	\$ 4.71	292,958	D	
	03/07/2005		M		42,188	A	\$ 3.85	335,146	D	

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Common
Stock

Common Stock	03/07/2005	S	11,064	D	\$ 12.01	324,082	D
Common Stock	03/07/2005	S	15,450	D	\$ 12.04	308,632	D
Common Stock	03/07/2005	S	3,100	D	\$ 12.06	305,532	D
Common Stock	03/07/2005	S	1,012	D	\$ 12.08	304,520	D
Common Stock	03/07/2005	S	250,100	D	\$ 12	54,420	D
Common Stock	03/07/2005	S	20,000	D	\$ 12.02	34,420	D
Common Stock	03/07/2005	S	900	D	\$ 12.03	33,520	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 2.1	03/07/2005		M		15,750		09/26/2002 ⁽²⁾	09/26/2011	Common Stock	15
Employee Stock Option (right to buy)	\$ 3.85	03/07/2005		M		42,188		09/23/2003 ⁽³⁾	09/23/2012	Common Stock	42

Employee Stock Option (right to buy)	\$ 4.71	03/07/2005	M	10,000	05/30/2002 ⁽⁴⁾	11/30/2011	Common Stock	10
Employee Stock Option (right to buy)	\$ 6	03/07/2005	M	7,500	10/27/2001 ⁽⁵⁾	10/27/2010	Common Stock	7,
Employee Stock Option (right to buy)	\$ 6.1875	03/07/2005	M	183,750	10/09/2001 ⁽⁶⁾	10/09/2010	Common Stock	183

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGHADAM HOSSEIN M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Sr. VP, Research & Development	

Signatures

By: /s/ Michael Ray Attorney-in-Fact For: Hossein M. Moghadam

03/09/2005

__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) Includes 2,459 shares acquired under the issuer's Employee Stock Purchase Plan on January 31, 2005.

The option vested 25% one year from the grant date of 9/26/2001, and an additional 6.25% vested at the end of each three-month period through 12/26/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/26/2005.

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 12/23/2004. 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.

(4) The option vested 25% at the end of each six-month period from the grant date of 11/30/2001 in four equal installments on 5/30/02, 11/30/02, 5/30/03 and 11/30/03.

(5) The option vested 25% one year from the grant date of 10/27/2000 and 6.25% at the end of each three-month period thereafter.

(6) The option vested 25% one year from the grant date of 10/09/2000 and 6.25% at the end of each three-month period thereafter.

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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