

SHAKEEL ARIF

Form 4

February 03, 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 *
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)
02/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2005		M		86,600	A	\$ 6.9375	441,591	D	
Common Stock	02/01/2005		M		100,000	A	\$ 6.95	541,591	D	
Common Stock	02/01/2005		M		285,800	A	\$ 6	827,391	D	
Common Stock	02/01/2005		S		100,000	D	\$ 10.95	727,391	D	
	02/01/2005		S		100,000	D	\$ 10.99	627,391	D	

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Common Stock								
Common Stock	02/01/2005	S	75,400	D	\$ 11.05	551,991	D	
Common Stock	02/01/2005	S	7,500	D	\$ 11.06	544,491	D	
Common Stock	02/01/2005	S	2,100	D	\$ 11.07	542,391	D	
Common Stock	02/01/2005	S	2,000	D	\$ 11.08	540,391	D	
Common Stock	02/01/2005	S	13,000	D	\$ 11.09	527,391	D	
Common Stock	02/01/2005	S	62,400	D	\$ 11.1	464,991	D	
Common Stock	02/01/2005	S	10,000	D	\$ 11.11	454,991	D	
Common Stock	02/01/2005	S	100,000	D	\$ 11.12	354,991	D	
Common Stock	02/02/2005	S	1,500	D	\$ 11.55	353,491	D	
Common Stock	02/02/2005	S	3,500	D	\$ 11.56	349,991	D	
Common Stock	02/03/2005	S	2,600	D	\$ 11.61	347,391	D	
Common Stock	02/03/2005	S	2,391	D	\$ 11.63	345,000	D	
Common Stock						4,266	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)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)								
\$ 6					02/01/2005			
	M				285,800	04/27/2001 ⁽¹⁾	10/27/2010	Common Stock
Employee Stock Option (right to buy)								
\$ 6.9375					02/01/2005			
	M				86,600	04/19/2000 ⁽²⁾	04/19/2009	Common Stock
Employee Stock Option (right to buy)								
\$ 6.95					02/01/2005			
	M				100,000	07/17/2002 ⁽³⁾	01/17/2012	Common Stock

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 COO	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel 02/03/2005

__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) The option vested 25% 6 months from the grant date of October 27, 2000, and the remaining 75% vested in three equal installments on October 27, 2001, 2002 and 2003.
- (2) The option vested 25% 12 months from the grant date of April 19, 1999 and 6.25% at the end of each three-month period thereafter.
- (3) The option vested 25% 6 months from the grant date of January 17, 2002 and the remaining 75% vested in three equal installments on January 17, 2003, 2004 and 2005.

Remarks:

The reporting owner acquired 649.9615 shares of WDC common stock in an exempt transaction under the issuer's 401(k) plan.

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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