

WESTERN DIGITAL CORP
 Form 4
 November 07, 2007

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 *
 MASSENGILL MATTHEW E

2. Issuer Name and Ticker or Trading Symbol
 WESTERN DIGITAL CORP
 [WDC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

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 | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/07/2007 | | S | D | 2,000 | \$ 28.06 | 188,330 D |
| Common Stock | 11/07/2007 | | S | D | 1,900 | \$ 28.05 | 186,430 D |
| Common Stock | 11/07/2007 | | S | D | 6,900 | \$ 28.04 | 179,530 D |
| Common Stock | 11/07/2007 | | S | D | 6,300 | \$ 28.03 | 173,230 D |
| | 11/07/2007 | | S | D | 5,900 | | 167,330 D |

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| | | | | | | | |
|--------------|------------|--|---|--------|----------|----------|-------------------------|
| Common Stock | | | | | \$ 28.02 | | |
| Common Stock | 11/07/2007 | | S | 3,500 | D | \$ 28.01 | 163,830 D |
| Common Stock | 11/07/2007 | | S | 13,300 | D | \$ 28 | 150,530 D |
| Common Stock | | | | | | | 4,008 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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Underlying Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 10.21 | 11/05/2007 | | M | | 181,500 | 01/20/2006 ⁽¹⁾ 01/20/2015 | Common Stock |
| Employee Stock Option (right to buy) | \$ 11.6875 | 11/07/2007 | | M | | 19,400 | 07/01/1999 ⁽²⁾ 07/01/2008 | Common Stock |
| Employee Stock Option (right to buy) | \$ 11.6875 | 11/07/2007 | | M | | 19,900 | 08/11/1999 ⁽³⁾ 08/11/2008 | Common Stock |
| Employee Stock Option (right to buy) | \$ 13.07 | 11/05/2007 | | M | | 103,500 | 09/24/2004 ⁽¹⁾ 09/24/2013 | Common Stock |
| Employee Stock Option (right to buy) | \$ 13.07 | 11/06/2007 | | M | | 164,100 | 09/24/2004 ⁽¹⁾ 09/24/2013 | Common Stock |
| Employee Stock Option (right to buy) | \$ 13.07 | 11/07/2007 | | M | | 6,150 | 09/24/2004 ⁽¹⁾ 09/24/2013 | Common Stock |
| | \$ 18.625 | 11/07/2007 | | M | | 29,550 | 02/23/1999 ⁽⁴⁾ 02/23/2008 | |

Employee
Stock Option
(right to buy)

Comm
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 27.64

11/06/2007

A

7,364

11/06/2007⁽⁵⁾

11/06/2014

Comm
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSENGILL MATTHEW E C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741 | X | | | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E.
Massengill

11/07/2007

__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).
The option was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. By agreement between WDC and the reporting person, each installment of the option scheduled to vest after July 31, 2007 has been cancelled.
- (1) The option vested 100% on the first anniversary of the grant date.
- (2) The option vested 25% one year from the grant date and 75% two years from the grant date.
- (3) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (4) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (5) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

Remarks:

This Form 4 is one of three filed with the SEC on November 7, 2007, to report transactions that occurred between November 5

Exhibit List:

Exhibit 24 - Power-of-Attorney

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.