

WESTERN DIGITAL CORP  
Form 4  
June 05, 2008

**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)  
06/04/2008

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/04/2008		S	1,100	D	\$ 38.54	152,740 D
Common Stock	06/04/2008		S	400	D	\$ 38.51	152,340 D
Common Stock	06/04/2008		S	100	D	\$ 38.42	152,240 D
Common Stock	06/04/2008		S	1,900	D	\$ 38.41	150,340 D
	06/04/2008		S	400	D	\$ 38.4	149,940 D

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Common Stock							
Common Stock	06/04/2008	S	1,100	D	\$ 38.39	148,840	D
Common Stock	06/04/2008	S	500	D	\$ 38.38	148,340	D
Common Stock	06/04/2008	S	1,000	D	\$ 38.37	147,340	D
Common Stock	06/04/2008	S	1,000	D	\$ 38.36	146,340	D
Common Stock	06/04/2008	S	600	D	\$ 38.35	145,740	D
Common Stock	06/04/2008	S	400	D	\$ 38.34	145,340	D
Common Stock	06/04/2008	S	800	D	\$ 38.33	144,540	D
Common Stock	06/04/2008	S	600	D	\$ 38.32	143,940	D
Common Stock	06/04/2008	S	800	D	\$ 38.31	143,140	D
Common Stock	06/04/2008	S	3,400	D	\$ 38.3	139,740	D
Common Stock	06/04/2008	S	100	D	\$ 38.295	139,640	D
Common Stock	06/04/2008	S	4,400	D	\$ 38.29	135,240	D
Common Stock	06/04/2008	S	1,800	D	\$ 38.28	133,440	D
Common Stock	06/04/2008	S	400	D	\$ 38.275	133,040	D
Common Stock	06/04/2008	S	300	D	\$ 38.27	132,740	D
Common Stock	06/04/2008	S	1,900	D	\$ 38.26	130,840	D
Common Stock	06/04/2008	S	4,800	D	\$ 38.25	126,040	D
Common Stock	06/04/2008	S	2,000	D	\$ 38.24	124,040	D
Common Stock	06/04/2008	S	300	D	\$ 38.23	123,740	D
	06/04/2008	S	900	D	\$ 38.22	122,840	D

Common Stock								
Common Stock	06/04/2008		S	3,500	D	\$ 38.21	119,340	D
Common Stock	06/04/2008		S	1,100	D	\$ 38.19	118,240	D
Common Stock	06/04/2008		S	2,100	D	\$ 38.17	116,140	D
Common Stock	06/04/2008		S	200	D	\$ 38.16	115,940	D
Common Stock	06/04/2008		S	2,200	D	\$ 38.15	113,740	D

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## 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

06/05/2008

\_\_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).

### Remarks:

This Form 4 is one of two filed with the SEC on June 5, 2008, to report transactions that occurred on June 4, 2008. These two  
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  
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