

WESTERN DIGITAL CORP

Form 4

December 06, 2004

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MASSENGILL MATTHEW E

(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)  
12/02/2004

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)  
Chairman and CEO

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	12/02/2004		M		250,000	A	\$ 2.1	723,106	D
Common Stock	12/02/2004		M		206,250	A	\$ 3.85	929,356	D
Common Stock	12/02/2004		M		225,229	A	\$ 4.5625	1,154,585	D
Common Stock	12/02/2004		S		929	D	\$ 10.32	1,153,656	D
	12/02/2004		S		11,613	D	\$ 10.33	1,142,043	D

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Common Stock								
Common Stock	12/02/2004	S	54,443	D	\$ 10.34	1,087,600	D	
Common Stock	12/02/2004	S	7,525	D	\$ 10.41	1,080,075	D	
Common Stock	12/02/2004	S	132,577	D	\$ 10.4	947,498	D	
Common Stock	12/02/2004	S	23,691	D	\$ 10.38	923,807	D	
Common Stock	12/02/2004	S	20,254	D	\$ 10.37	903,553	D	
Common Stock	12/02/2004	S	111,766	D	\$ 10.39	791,787	D	
Common Stock	12/02/2004	S	131,091	D	\$ 10.35	660,696	D	
Common Stock	12/02/2004	S	108,143	D	\$ 10.36	552,553	D	
Common Stock	12/02/2004	S	12,449	D	\$ 10.31	540,104	D	
Common Stock	12/02/2004	S	200,348	D	\$ 10.3	339,756	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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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock	\$ 2.1	12/02/2004		M			250,000	03/26/2002 <sup>(1)</sup>	09/26/2011	Common Stock	250,000

Option  
(right to  
buy)

Employee  
Stock

Option \$ 3.85 12/02/2004  
(right to  
buy)

M

206,250 03/23/2003<sup>(2)</sup> 09/23/2012Common  
Stock 206

Employee  
Stock

Option \$ 4.5625 12/02/2004  
(right to  
buy)

M

225,229 01/12/2001<sup>(3)</sup> 01/12/2010Common  
Stock 225

## 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

Chairman and CEO

## Signatures

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

12/06/2004

\_\_\_\_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 9/26/2001, and the remaining 75% vested in three equal installments on September 26, 2002, 2003 and 2004.

(2) The option vested 25% 6 months from the grant date of 9/23/2002, 50% vested in two equal installments on September 23, 2003 and 2004, and the final 25% will vest on September 23, 2005.

(3) The option vested 25% 12 months from the grant date of 1/12/2000 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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