

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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(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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(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 ⁽¹⁾	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⁽²⁾ 09/23/2012Common
Stock 206

Employee
Stock

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

M

225,229 01/12/2001⁽³⁾ 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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