

MASSENGILL MATTHEW E

Form 4

December 23, 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 *
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)

C/O WESTERN DIGITAL
CORPORATION, 20511 LAKE
FOREST DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/22/2005		M		100,000	A \$ 6.5	728,206 D
Common Stock	12/22/2005		M		150,000	A \$ 6.95	878,206 D
Common Stock	12/22/2005		S		36,000	D \$ 19.02	842,206 D
Common Stock	12/22/2005		S		29,000	D \$ 19	813,206 D
	12/22/2005		S		25,000	D	788,206 D

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Common Stock					\$ 18.95			
Common Stock	12/22/2005	S	10,100	D	\$ 18.94	778,106	D	
Common Stock	12/22/2005	S	5,000	D	\$ 18.92	773,106	D	
Common Stock	12/22/2005	S	10,000	D	\$ 18.86	763,106	D	
Common Stock	12/22/2005	S	58,900	D	\$ 18.85	704,206	D	
Common Stock	12/22/2005	S	25,000	D	\$ 18.84	679,206	D	
Common Stock	12/22/2005	S	60,056	D	\$ 18.8	619,150	D	
Common Stock	12/22/2005	S	31,500	D	\$ 18.79	587,650	D	
Common Stock	12/22/2005	S	22,000	D	\$ 18.77	565,650	D	
Common Stock	12/22/2005	S	12,700	D	\$ 18.78	552,950	D	
Common Stock	12/22/2005	S	2,000	D	\$ 18.81	550,950	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	\$ 6.5	12/22/2005		M			100,000	12/17/1999 ⁽¹⁾	06/17/2009	Common Stock	100,000

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 6.95	12/22/2005	M	150,000	07/17/2002 ⁽²⁾	01/17/2012	Common Stock	150
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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 of the Board	

Signatures

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

12/23/2005

____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 in four equal installments on each December 17, 1999, February 1, 2000, July 1, 2000 and December 1, 2000.

(2) 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.

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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