

BEHRENDT PETER D

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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEHRENDT PETER D**

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)  
12/22/2005

☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/22/2005		M		7,500	A \$ 13.625	28,631 D
Common Stock	12/22/2005		M		937	A \$ 3.9375	29,568 D
Common Stock	12/22/2005		M		5,000	A \$ 11.61	34,568 D
Common Stock	12/22/2005		S		12,000	D \$ 18.6	22,568 D
	12/22/2005		S		1,437	D \$ 18.62	21,131 D

Common  
Stock

Common Stock	250	I	by Son
Common Stock	250	I	by Son 2
Common Stock	250	I	by Son 3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.9375	12/22/2005		M	937	11/18/2000 <sup>(1)</sup> 11/18/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.61	12/22/2005		M	5,000	11/20/2004 <sup>(2)</sup> 11/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.625	12/22/2005		M	7,500	11/05/1999 <sup>(1)</sup> 11/05/2008	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

BEHRENDT PETER D  
C/O WESTERN DIGITAL CORPORATION  
20511 LAKE FOREST DRIVE  
LAKE FOREST, CA 92630-7741

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Peter D.  
Behrendt

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 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

(2) The option vested 25% one year from the grant date of 11/20/2003, and an additional 6.25% vested each three-month period through 11/20/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 11/20/2007.

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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