

WESTERN DIGITAL CORP  
 Form 4  
 December 06, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

(Last) (First) (Middle)  
 C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2004

LAKE FOREST, CA 92630-7741  
 (City) (State) (Zip)

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

**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 or 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  |
| 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<br>(right to<br>buy) | \$ 3.85 | 12/02/2004 | M | 206,250 | 03/23/2003 <sup>(2)</sup> | 09/23/2012 | Common<br>Stock | 206 |
|-----------------------------|---------|------------|---|---------|---------------------------|------------|-----------------|-----|

Employee  
Stock

|                             |           |            |   |         |                           |            |                 |     |
|-----------------------------|-----------|------------|---|---------|---------------------------|------------|-----------------|-----|
| Option<br>(right to<br>buy) | \$ 4.5625 | 12/02/2004 | M | 225,229 | 01/12/2001 <sup>(3)</sup> | 01/12/2010 | Common<br>Stock | 225 |
|-----------------------------|-----------|------------|---|---------|---------------------------|------------|-----------------|-----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| MASSENGILL MATTHEW E<br>C/O WESTERN DIGITAL CORPORATION<br>20511 LAKE FOREST DRIVE<br>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.

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