

MOGHADAM HOSSEIN M  
Form 4  
December 12, 2005

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

OMB APPROVAL  
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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 \*  
MOGHADAM HOSSEIN M

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)  
Senior VP & CTO

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/08/2005		M		14,062 A \$ 3.85	114,316	D
Common Stock	12/08/2005		M		25,000 A \$ 12.84	139,316	D
Common Stock	12/08/2005		M		12,000 A \$ 8.89	151,316	D
Common Stock	12/08/2005		M		2,500 A \$ 8.01	153,816	D
	12/08/2005		M		6,750 A \$ 2.1	160,566	D

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Common  
Stock

Common Stock     12/08/2005     S     65,426     D     \$ 15.23     95,140     D

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.1	12/08/2005		M	6,750	09/26/2002 <sup>(1)</sup> 09/26/2011	Common Stock	6,750
Employee Stock Option (right to buy)	\$ 3.85	12/08/2005		M	14,062	09/23/2003 <sup>(2)</sup> 09/23/2012	Common Stock	14,062
Employee Stock Option (right to buy)	\$ 8.01	12/08/2005		M	2,500	09/03/2005 <sup>(3)</sup> 09/03/2014	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 8.89	12/08/2005		M	12,000	11/09/2005 <sup>(4)</sup> 11/09/2014	Common Stock	12,000
Employee Stock Option	\$ 12.84	12/08/2005		M	25,000	10/24/2004 <sup>(5)</sup> 10/24/2013	Common Stock	25,000

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGHADAM HOSSEIN M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Senior VP & CTO	

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Hossein M. Moghadam

12/12/2005

\_\_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.

The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested at the end of each three-month period through 9/23/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/23/2006.

(3) The option vested 25% one year from the grant date of 9/3/2004, and an additional 6.25% vested at the end of each three-month period through 12/3/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/3/2008.

(4) The option vested 25% one year from the grant date of 11/9/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/9/2008.

(5) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested at the end of each three-month period through 10/24/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 10/24/2007.

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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