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WESTERN DIGITAL CORP
Form POS AM
January 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 24, 2002
REGISTRATION NO. 333-49250

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WESTERN DIGITAL CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

33-0956711
(I.R.S. Employer
Identification No.)

20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000

(Address, including zip code, and telephone number, including area code,
of Registrant's Principal Executive Offices)

MICHAEL A. CORNELIUS
WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CALIFORNIA 92630
(949) 672-7000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPY TO:
RONALD S. BEARD
GIBSON, DUNN & CRUTCHER LLP
4 PARK PLAZA
IRVINE, CALIFORNIA 92614
(949) 451-3800

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC:
Not applicable.

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If any of the securities being registered on this form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

DEREGISTRATION OF SECURITIES

By means of this Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (Registration No. 333-49250) (the "Registration Statement") of Western Digital Corporation, a Delaware corporation (the "Registrant"), filed with the Securities and Exchange Commission on November 3, 2000, as amended by Post-Effective Amendment No. 1 to the Registration Statement filed on April 6, 2001, registering a maximum offering amount of \$200,000,000 in securities, consisting of (i) an indeterminate number of shares of common stock of the Registrant, par value \$0.01 per share ("Common Stock"), as may be sold from time to time, and (ii) an indeterminate number of warrants representing rights to purchase shares of common stock of the Registrant ("Warrants"), the Registrant hereby deregisters all shares of Common Stock and Warrants unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on January 24, 2002.

WESTERN DIGITAL CORPORATION

By: /s/ Matthew E. Massengill

Matthew E. Massengill
Chairman of the Board and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Form S-3 Registration Statement has been signed below by the following persons in the capacities indicated on

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January 24, 2002.

SIGNATURE -----	TITLE -----
/s/ Matthew E. Massengill ----- Matthew E. Massengill	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ D. Scott Mercer ----- D. Scott Mercer	Chief Financial Officer (Principal Financial Officer)
/s/ Joseph R. Carrillo ----- Joseph R. Carrillo	Vice President and Corporate Controller (Principal Accounting Officer)
----- Thomas E. Pardun	Director
/s/ Peter D. Behrendt ----- Peter D. Behrendt	Director
/s/ I.M. Booth ----- I.M. Booth	Director
/s/ Kathleen A. Cote ----- Kathleen A. Cote	Director
/s/ Henry T. DeNero ----- Henry T. DeNero	Director
/s/ Roger H. Moore ----- Roger H. Moore	Director