

MASSENGILL MATTHEW E
 Form 4
 February 01, 2006

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

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

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		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 (Instr. 4)
			Code	V	Amount	Price			
Common Stock	01/31/2006		M		121,000	A	\$ 10.21 671,950	D	
Common Stock	01/31/2006		M		85,400	A	\$ 10.25 757,350	D	
Common Stock	01/31/2006		M		10,000	A	\$ 10.25 767,350	D	
Common Stock	01/31/2006		M		6,784	A	\$ 12.25 774,134	D	
	01/31/2006		M		40,000	A	814,134	D	

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Common Stock					\$				
					12.875				
Common Stock	01/31/2006	M	11,500	A	\$	11.875	825,634	D	
Common Stock	01/31/2006	S	12,000	D	\$	21.75	813,634	D	
Common Stock	01/31/2006	S	1,700	D	\$	21.76	811,934	D	
Common Stock	01/31/2006	S	38,300	D	\$	21.77	773,634	D	
Common Stock	01/31/2006	S	8,800	D	\$	21.78	764,834	D	
Common Stock	01/31/2006	S	15,300	D	\$	21.79	749,534	D	
Common Stock	01/31/2006	S	71,000	D	\$	21.8	678,534	D	
Common Stock	01/31/2006	S	16,200	D	\$	21.81	662,334	D	
Common Stock	01/31/2006	S	40,700	D	\$	21.82	621,634	D	
Common Stock	01/31/2006	S	32,084	D	\$	21.83	589,550	D	
Common Stock	01/31/2006	S	3,900	D	\$	21.84	585,650	D	
Common Stock	01/31/2006	S	17,300	D	\$	21.85	568,350	D	
Common Stock	01/31/2006	S	900	D	\$	21.86	567,450	D	
Common Stock	01/31/2006	S	800	D	\$	21.87	566,650	D	
Common Stock	01/31/2006	S	6,800	D	\$	21.88	559,850	D	
Common Stock	01/31/2006	S	7,500	D	\$	21.89	552,350	D	
Common Stock	01/31/2006	S	1,400	D	\$	21.9	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)

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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 of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (right to buy)	\$ 10.21	01/31/2006		M	121,000	01/20/2006 ⁽¹⁾	01/20/2015	Common Stock	121,000
Employee Stock Option (right to buy)	\$ 10.25	01/31/2006		M	85,400	09/09/2000 ⁽²⁾	09/09/2008	Common Stock	85,400
Employee Stock Option (right to buy)	\$ 10.25	01/31/2006		M	10,000	09/09/1999 ⁽³⁾	09/09/2008	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 11.875	01/31/2006		M	11,500	07/24/1997 ⁽³⁾	07/24/2006	Common Stock	11,500
Employee Stock Option (right to buy)	\$ 12.25	01/31/2006		M	6,784	08/06/2005 ⁽⁴⁾	08/06/2008	Common Stock	6,784
Employee Stock Option (right to buy)	\$ 12.875	01/31/2006		M	40,000	11/17/1999 ⁽³⁾	11/17/2008	Common Stock	40,000

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

02/01/2006

__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).

A total of 125,000 shares vested one year from the grant date of 1/20/2005. An additional 93,750 shares subject to the option will vest in

- (1) substantially equal installments at the end of each three-month period until 10/20/2006. The remaining shares subject to the option will vest on 1/1/2007.
- (2) The option vested 5% 2 years from the grant date, 15% 3 years from the grant date, 30% 4 years from the grant date, and the final 50% 5 years from the grant date.
- (3) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (4) The option vested 100% seven years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.