

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 (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  | 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<br>401(K) |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 <sup>(1)</sup>                                | 01/20/2015  | Common Stock                  | 121,000                       |
| Employee Stock Option (right to buy)       | \$ 10.25   | 01/31/2006                           |  | M                              | 85,400  | 09/09/2000 <sup>(2)</sup>                                | 09/09/2008  | Common Stock                  | 85,400                        |
| Employee Stock Option (right to buy)       | \$ 10.25   | 01/31/2006                           |  | M                              | 10,000  | 09/09/1999 <sup>(3)</sup>                                | 09/09/2008  | Common Stock                  | 10,000                        |
| Employee Stock Option (right to buy)       | \$ 11.875  | 01/31/2006                           |  | M                              | 11,500  | 07/24/1997 <sup>(3)</sup>                                | 07/24/2006  | Common Stock                  | 11,500                        |
| Employee Stock Option (right to buy)       | \$ 12.25   | 01/31/2006                           |  | M                              | 6,784   | 08/06/2005 <sup>(4)</sup>                                | 08/06/2008  | Common Stock                  | 6,784                         |
| Employee Stock Option (right to buy)       | \$ 12.875  | 01/31/2006                           |  | M                              | 40,000  | 11/17/1999 <sup>(3)</sup>                                | 11/17/2008  | Common Stock                  | 40,000                        |

## 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 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.

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