

WESTERN DIGITAL CORP
Form 4
June 05, 2008

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DENERO HENRY T

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)
06/03/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/03/2008		M		2,871 A \$ 19.09	D	
Common Stock	06/03/2008		M		7,813 A \$ 13.76	D	
Common Stock	06/03/2008		M		10,000 A \$ 11.61	D	
Common Stock	06/03/2008		S		4,884 D \$ 38.68	D	
	06/03/2008		S		600 D	D	

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Common Stock					\$ 38.67		
Common Stock	06/03/2008	S	600	D	\$ 38.69	31,711	D
Common Stock	06/03/2008	S	1,000	D	\$ 38.7	30,711	D
Common Stock	06/03/2008	S	800	D	\$ 38.71	29,911	D
Common Stock	06/03/2008	S	1,100	D	\$ 38.72	28,811	D
Common Stock	06/03/2008	S	800	D	\$ 38.73	28,011	D
Common Stock	06/03/2008	S	1,700	D	\$ 38.74	26,311	D
Common Stock	06/03/2008	S	500	D	\$ 38.75	25,811	D
Common Stock	06/03/2008	S	2,000	D	\$ 38.77	23,811	D
Common Stock	06/03/2008	S	2,300	D	\$ 38.76	21,511	D
Common Stock	06/03/2008	S	1,300	D	\$ 38.78	20,211	D
Common Stock	06/03/2008	S	300	D	\$ 38.82	19,911	D
Common Stock	06/03/2008	S	1,700	D	\$ 38.8	18,211	D
Common Stock	06/03/2008	S	100	D	\$ 38.83	18,111	D
Common Stock	06/03/2008	S	1,000	D	\$ 38.81	17,111	D

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

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.61	06/03/2008			M		10,000		11/20/2004 ⁽¹⁾	11/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.76	06/03/2008			M		7,813		11/17/2006 ⁽²⁾	11/17/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.09	06/03/2008			M		2,871		02/06/2008 ⁽³⁾	02/06/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENERO HENRY T C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	X			

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Henry T. DeNero
Date: 06/05/2008

__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% on the first anniversary of the grant date of 11/17/2005, and an additional 6.25% vested at the end of each three-month period through 5/17/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/17/2009.
- (2) The option vested 25% on the first anniversary of the grant date of 2/6/2007, and an additional 6.25% vested at the end of each three-month period through 5/6/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/6/2011.

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.