

WESTERN DIGITAL CORP  
Form 4  
February 22, 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 \*  
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)  
02/21/2008

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		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	(A) or (D)				Price
Common Stock	02/21/2008		M		30,450	A	\$ 18.625	184,290	D	
Common Stock	02/21/2008		M		100	A	\$ 11.6875	184,390	D	
Common Stock	02/21/2008		S		1,300	D	\$ 30.69	183,090	D	
Common Stock	02/21/2008		S		2,927	D	\$ 30.7	180,163	D	
	02/21/2008		S		200	D	\$ 30.705	179,963	D	

Edgar Filing: WESTERN DIGITAL CORP - Form 4

Common Stock								
Common Stock	02/21/2008	S	1,772	D	\$ 30.71	178,191	D	
Common Stock	02/21/2008	S	400	D	\$ 30.72	177,791	D	
Common Stock	02/21/2008	S	100	D	\$ 30.7225	177,691	D	
Common Stock	02/21/2008	S	1,201	D	\$ 30.73	176,490	D	
Common Stock	02/21/2008	S	3,500	D	\$ 30.74	172,990	D	
Common Stock	02/21/2008	S	2,450	D	\$ 30.75	170,540	D	
Common Stock	02/21/2008	S	14,700	D	\$ 30.76	155,840	D	
Common Stock	02/21/2008	S	500	D	\$ 30.77	155,340	D	
Common Stock	02/21/2008	S	100	D	\$ 30.78	155,240	D	
Common Stock	02/21/2008	S	1,400	D	\$ 30.8	153,840	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.

**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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
							Amount or Number of Shares

Employee  
Stock  
Option (right to buy)

\$ 11.6875 02/21/2008

M

100

08/11/1999<sup>(1)</sup>

08/11/2008

Common  
Stock

100

Employee  
Stock  
Option (right to buy)

\$ 18.625 02/21/2008

M

30,450

02/23/1999<sup>(2)</sup>

02/23/2008

Common  
Stock

30,4

## 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

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E.  
Massengill

02/22/2008

\*\*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% one year from the grant date and 75% two years from the grant date.

(2) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

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.