

MASSENGILL MATTHEW E  
 Form 4  
 December 02, 2005

**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)  
 11/30/2005

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/30/2005		M		100,000 A \$ 3.85	796,956	D
Common Stock	11/30/2005		M		173,521 A \$ 6	970,477	D
Common Stock	11/30/2005		S		4,300 D \$ 15.05	966,177	D
Common Stock	11/30/2005		S		7,350 D \$ 15.04	958,827	D
	11/30/2005		S		7,900 D	950,927	D

Edgar Filing: MASSENGILL MATTHEW E - Form 4

Common Stock						\$ 15.03			
Common Stock	11/30/2005		S	32,400	D	\$ 15.02	918,527	D	
Common Stock	11/30/2005		S	2,000	D	\$ 15.01	916,527	D	
Common Stock	11/30/2005		S	23,700	D	\$ 14.9	892,827	D	
Common Stock	11/30/2005		S	25,900	D	\$ 14.91	866,927	D	
Common Stock	11/30/2005		S	40,200	D	\$ 14.92	826,727	D	
Common Stock	11/30/2005		S	60,400	D	\$ 14.93	766,327	D	
Common Stock	11/30/2005		S	33,700	D	\$ 14.94	732,627	D	
Common Stock	11/30/2005		S	16,021	D	\$ 14.96	716,606	D	
Common Stock	11/30/2005		S	32,000	D	\$ 14.97	684,606	D	
Common Stock	11/30/2005		S	56,400	D	\$ 14.95	628,206	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)		
						Date Exercisable	Expiration Date	Title	Amount
									Number of Shares
Employee Stock	\$ 3.85	11/30/2005		M	100,000	03/23/2003 <sup>(1)</sup>	09/23/2012	Common Stock	100,000

Option  
(right to  
buy)

Employee  
Stock

Option  
(right to  
buy)

\$ 6

11/30/2005

M

173,521

04/27/2001<sup>(1)</sup>

10/27/2010

Common  
Stock

173

## 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

12/02/2005

\_\_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% six months from the grant date, then in three equal installments on each anniversary of the grant date 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.