

WESTERN DIGITAL CORP

Form 4

December 06, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTE KATHLEEN A

(Last) (First) (Middle)

C/O WESTERN DIGITAL
CORPORATION, 20511 LAKE
FOREST DRIVE

(Street)

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
WESTERN DIGITAL CORP
[WDC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 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) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 12/02/2004 | | M | 7,500 A | \$ 4.875 7,500 | D | |
| Common Stock | 12/02/2004 | | M | 7,500 A | \$ 4.53 15,000 | D | |
| Common Stock | 12/02/2004 | | S | 15,000 D | \$ 10.39 0 | 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**

SEC 1474
(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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | Date Exercisable Expiration Date | Title |
| | | | | Code V (A) (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.53 | 12/02/2004 | | M | 7,500 | 11/29/2002 ⁽¹⁾ 11/29/2011 ⁽²⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.875 | 12/02/2004 | | M | 7,500 | 01/23/2002 ⁽³⁾ 01/23/2011 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COTE KATHLEEN A
C/O WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CA 92630-7741

X

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Kathleen A. Cote

12/06/2004

__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).

The option vested 25% 12 months from the grant date of 11/29/2001 and 6.25% vested at the end of each three-month period between

(1) 11/30/2002 through 11/29/2004. The remaining shares underlying the option will vest 6.25 % at the end of each three-month period thereafter.

(2) The expiration date was inadvertently reported as 11/19/2011 on a form filed on 6/28/2002.

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- The option vested 25% 12 months from the grant date of 1/23/2001 and 6.25% vested at the end of each three-month period between
- (3) 1/24/2002 through 10/23/2004. The remaining shares underlying the option will vest 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.

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