

WESTERN DIGITAL CORP

Form 4

December 10, 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 *
PARDUN THOMAS E

(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)
12/08/2004

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 (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 (A) or (D)	Price	
Common Stock	12/08/2004		M		12,500	A \$ 8	12,500 D
Common Stock	12/08/2004		M		10,000	A \$ 7.6875	22,500 D
Common Stock	12/08/2004		M		7,500	A \$ 3.9375	30,000 D
Common Stock	12/08/2004		M		5,000	A \$ 3.25	35,000 D
	12/08/2004		M		50,000	A \$ 4.375	85,000 D

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Common
Stock

Common Stock 12/08/2004 S 85,000 D \$ 10.2 0 D

Common Stock 5,000 I By Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.25	12/08/2004		M	5,000	11/30/2001 ⁽¹⁾ 11/30/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.9375	12/08/2004		M	7,500	11/18/2000 ⁽¹⁾ 11/18/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.375	12/08/2004		M	50,000	05/25/2001 ⁽¹⁾ 05/25/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.6875	12/08/2004		M	10,000	11/17/1996 ⁽¹⁾ 11/17/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8	12/08/2004		M	12,500	11/03/1996 ⁽¹⁾ 11/03/2005	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARDUN THOMAS 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: Thomas E. Pardun

12/10/2004

__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).

(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.

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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