

MOGHADAM HOSSEIN M

Form 4

December 12, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOGHADAM HOSSEIN M

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)
C/O WESTERN DIGITAL
CORPORATION, 20511 LAKE
FOREST DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior VP & CTO

(Street)
LAKE FOREST, CA 92630-7741

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

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

(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 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	12/08/2005		M		14,062 A	\$ 3.85	114,316 D
Common Stock	12/08/2005		M		25,000 A	\$ 12.84	139,316 D
Common Stock	12/08/2005		M		12,000 A	\$ 8.89	151,316 D
Common Stock	12/08/2005		M		2,500 A	\$ 8.01	153,816 D
	12/08/2005		M		6,750 A	\$ 2.1	160,566 D

Common
Stock

Common Stock	12/08/2005	S	65,426	D	\$ 15.23	95,140	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.1	12/08/2005		M	6,750	09/26/2002 ⁽¹⁾ 09/26/2011	Common Stock	6,750
Employee Stock Option (right to buy)	\$ 3.85	12/08/2005		M	14,062	09/23/2003 ⁽²⁾ 09/23/2012	Common Stock	14,062
Employee Stock Option (right to buy)	\$ 8.01	12/08/2005		M	2,500	09/03/2005 ⁽³⁾ 09/03/2014	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 8.89	12/08/2005		M	12,000	11/09/2005 ⁽⁴⁾ 11/09/2014	Common Stock	12,000
Employee Stock Option	\$ 12.84	12/08/2005		M	25,000	10/24/2004 ⁽⁵⁾ 10/24/2013	Common Stock	25,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGHADAM HOSSEIN M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Senior VP & CTO	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Hossein M.
Moghadam

12/12/2005

__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% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested at the end of each three-month period through 9/23/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/23/2006.

(3) The option vested 25% one year from the grant date of 9/3/2004, and an additional 6.25% vested at the end of each three-month period through 12/3/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/3/2008.

(4) The option vested 25% one year from the grant date of 11/9/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/9/2008.

(5) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested at the end of each three-month period through 10/24/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 10/24/2007.

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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