

KIMSEY WILLIAM L

Form 4

February 03, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KIMSEY WILLIAM L**

(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)  
**02/01/2006**

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	02/01/2006		M		51,563	A \$ 7.43	56,936 D
Common Stock	02/01/2006		M		5,000	A \$ 11.61	61,936 D
Common Stock	02/01/2006		M		2,500	A \$ 9.21	64,436 D
Common Stock	02/01/2006		S		59,063	D \$ 21.35	5,373 D

# Edgar Filing: KIMSEY WILLIAM L - Form 4

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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.43	02/01/2006		M	51,563	03/13/2004 <sup>(1)</sup> 03/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.21	02/01/2006		M	2,500	11/18/2005 <sup>(2)</sup> 11/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.61	02/01/2006		M	5,000	11/20/2004 <sup>(3)</sup> 11/20/2013	Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KIMSEY WILLIAM L  
C/O WESTERN DIGITAL CORPORATION  
20511 LAKE FOREST DRIVE  
LAKE FOREST, CA 92630-7741

X

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: William L.  
Kimsey

02/03/2006

                    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).

## Edgar Filing: KIMSEY WILLIAM L - Form 4

(1) The option vested 25% one year from the grant date of 3/13/2003, and an additional 6.25% vested at the end of each three-month period through 12/13/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 3/13/2007.

(2) The option vested 25% one year from the grant date of 11/18/2004, and an additional 6.25% vested at the end of each three-month period through 11/18/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/18/2008.

(3) The option vested 25% one year from the grant date of 11/20/2003, and an additional 6.25% vested at the end of each three-month period through 11/20/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/20/2007.

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.