

WESTERN DIGITAL CORP

Form 4

November 07, 2007

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 *
MASSENGILL MATTHEW 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)
11/05/2007

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	11/07/2007		S		2,000	D	\$ 28.06	188,330	D	
Common Stock	11/07/2007		S		1,900	D	\$ 28.05	186,430	D	
Common Stock	11/07/2007		S		6,900	D	\$ 28.04	179,530	D	
Common Stock	11/07/2007		S		6,300	D	\$ 28.03	173,230	D	
	11/07/2007		S		5,900	D		167,330	D	

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Common Stock					\$ 28.02		
Common Stock	11/07/2007		S	3,500	D	\$ 28.01	163,830 D
Common Stock	11/07/2007		S	13,300	D	\$ 28	150,530 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.

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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 a Underlying (Instr. 3 a		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 10.21	11/05/2007		M			181,500	01/20/2006 ⁽¹⁾	01/20/2015	Comm Stock
Employee Stock Option (right to buy)	\$ 11.6875	11/07/2007		M			19,400	07/01/1999 ⁽²⁾	07/01/2008	Comm Stock
Employee Stock Option (right to buy)	\$ 11.6875	11/07/2007		M			19,900	08/11/1999 ⁽³⁾	08/11/2008	Comm Stock
Employee Stock Option (right to buy)	\$ 13.07	11/05/2007		M			103,500	09/24/2004 ⁽¹⁾	09/24/2013	Comm Stock
Employee Stock Option (right to buy)	\$ 13.07	11/06/2007		M			164,100	09/24/2004 ⁽¹⁾	09/24/2013	Comm Stock
Employee Stock Option (right to buy)	\$ 13.07	11/07/2007		M			6,150	09/24/2004 ⁽¹⁾	09/24/2013	Comm Stock
	\$ 18.625	11/07/2007		M			29,550	02/23/1999 ⁽⁴⁾	02/23/2008	

Employee
Stock Option
(right to buy)

Comm
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 27.64

11/06/2007

A

7,364

11/06/2007⁽⁵⁾

11/06/2014

Comm
Stock

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

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E.
Massengill

11/07/2007

__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 was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. By agreement between WDC and the reporting person, each installment of the option scheduled to vest after July 31, 2007 has been cancelled.
 - (1) period thereafter. By agreement between WDC and the reporting person, each installment of the option scheduled to vest after July 31, 2007 has been cancelled.
 - (2) The option vested 100% on the first anniversary of the grant date.
 - (3) The option vested 25% one year from the grant date and 75% two years from the grant date.
 - (4) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
 - (5) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

Remarks:

This Form 4 is one of three filed with the SEC on November 7, 2007, to report transactions that occurred between November 5

Exhibit List:

Exhibit 24 - Power-of-Attorney

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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