

WESTERN DIGITAL CORP
 Form 4
 February 22, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MASSENGILL MATTHEW E

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2008

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

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

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

LAKE FOREST, CA 92630-7741

(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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/21/2008 | | M | | 30,450 | A | \$ 18.625 184,290 D |
| Common Stock | 02/21/2008 | | M | | 100 | A | \$ 11.6875 184,390 D |
| Common Stock | 02/21/2008 | | S | | 1,300 | D | \$ 30.69 183,090 D |
| Common Stock | 02/21/2008 | | S | | 2,927 | D | \$ 30.7 180,163 D |
| | 02/21/2008 | | S | | 200 | D | \$ 30.705 179,963 D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|-----------------|
| Common Stock | | | | | | | | |
| Common Stock | 02/21/2008 | S | 1,772 | D | \$ 30.71 | 178,191 | D | |
| Common Stock | 02/21/2008 | S | 400 | D | \$ 30.72 | 177,791 | D | |
| Common Stock | 02/21/2008 | S | 100 | D | \$ 30.7225 | 177,691 | D | |
| Common Stock | 02/21/2008 | S | 1,201 | D | \$ 30.73 | 176,490 | D | |
| Common Stock | 02/21/2008 | S | 3,500 | D | \$ 30.74 | 172,990 | D | |
| Common Stock | 02/21/2008 | S | 2,450 | D | \$ 30.75 | 170,540 | D | |
| Common Stock | 02/21/2008 | S | 14,700 | D | \$ 30.76 | 155,840 | D | |
| Common Stock | 02/21/2008 | S | 500 | D | \$ 30.77 | 155,340 | D | |
| Common Stock | 02/21/2008 | S | 100 | D | \$ 30.78 | 155,240 | D | |
| Common Stock | 02/21/2008 | S | 1,400 | D | \$ 30.8 | 153,840 | 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.

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.

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Employee
Stock
Option (right to buy)

\$ 11.6875 02/21/2008

M

100

08/11/1999⁽¹⁾ 08/11/2008

Common
Stock

100

Employee
Stock
Option (right to buy)

\$ 18.625 02/21/2008

M

30,450

02/23/1999⁽²⁾ 02/23/2008

Common
Stock

30,4

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

02/22/2008

**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% one year from the grant date and 75% two years from the grant date.

(2) 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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