

FINKBEINER MARTIN W.
Form 3
November 19, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FINKBEINER MARTIN W.</p> <p>(Last) (First) (Middle)</p> <p>C/O WESTERN DIGITAL CORPORATION,Â 20511 LAKE FOREST DRIVE</p> <p>(Street)</p> <p>LAKE FOREST,Â CAÂ 92630-7741</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/16/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WESTERN DIGITAL CORP [WDC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 74,004 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 09/23/2003 ⁽²⁾ | 09/23/2012 | Common Stock | 3,000 | \$ 3.85 | D | Â |
| Employee Stock Option (right to buy) | 09/03/2005 ⁽²⁾ | 09/03/2014 | Common Stock | 10,000 | \$ 8.01 | D | Â |
| Employee Stock Option (right to buy) | 11/09/2005 ⁽²⁾ | 11/09/2014 | Common Stock | 60,000 | \$ 8.89 | D | Â |
| Employee Stock Option (right to buy) | 10/24/2004 ⁽²⁾ | 10/24/2013 | Common Stock | 60,000 | \$ 12.84 | D | Â |
| Employee Stock Option (right to buy) | 02/04/2010 ⁽³⁾ | 02/04/2016 | Common Stock | 82,293 | \$ 16.85 | D | Â |
| Employee Stock Option (right to buy) | 09/12/2008 ⁽³⁾ | 09/12/2014 | Common Stock | 32,888 | \$ 23.46 | D | Â |
| Employee Stock Option (right to buy) | 09/11/2009 ⁽³⁾ | 09/11/2015 | Common Stock | 34,128 | \$ 23.78 | D | Â |
| Employee Stock Option (right to buy) | 02/17/2007 ⁽³⁾ | 02/17/2016 | Common Stock | 6,893 | \$ 24.18 | D | Â |
| Employee Stock Option (right to buy) | 02/06/2009 ⁽³⁾ | 02/06/2015 | Common Stock | 26,003 | \$ 28.09 | D | Â |
| Employee Stock Option (right to buy) | 09/10/2010 ⁽³⁾ | 09/10/2016 | Common Stock | 20,655 | \$ 35.75 | D | Â |
| Employee Stock Option (right to buy) | 11/11/2010 ⁽³⁾ | 11/11/2016 | Common Stock | 14,924 | \$ 38.53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FINKBEINER MARTIN W. C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, Â CAÂ 92630-7741 | Â | Â | Â EVP Operations | Â |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Martin W. Finkbeiner

11/19/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 46,618 restricted stock units previously granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (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.
- (3) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

Â

Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â 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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