

WESTERN DIGITAL CORP

Form 4

December 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 *
MOGHADAM HOSSEIN M

(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)
12/05/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/05/2007		M		18,750	A \$ 3.85	223,449 D
Common Stock	12/05/2007		M		25,000	A \$ 12.84	248,449 D
Common Stock	12/05/2007		M		5,625	A \$ 8.01	254,074 D
Common Stock	12/05/2007		M		24,000	A \$ 8.89	278,074 D
	12/05/2007		M		6,133	A	284,207 D

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Common Stock					\$ 23.97		
Common Stock	12/05/2007		M	12,633	A	\$ 20.24	296,840 D
Common Stock	12/05/2007		S	4,800	D	\$ 30.08	292,040 D
Common Stock	12/05/2007		S	138,537	D	\$ 30.07	153,503 D

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

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(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 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)	\$ 3.85	12/05/2007		M	18,750	09/23/2003 ⁽¹⁾ 09/23/2012	Common Stock 18,750
Employee Stock Option (right to buy)	\$ 8.01	12/05/2007		M	5,625	09/03/2005 ⁽²⁾ 09/03/2014	Common Stock 5,625
Employee Stock Option (right to buy)	\$ 8.89	12/05/2007		M	24,000	11/09/2005 ⁽³⁾ 11/09/2014	Common Stock 24,000
Employee Stock Option	\$ 12.84	12/05/2007		M	25,000	10/24/2004 ⁽¹⁾ 10/24/2013	Common Stock 25,000

(right to
buy)

Employee
Stock

Option \$ 20.24 12/05/2007

M

12,633

11/27/2007⁽⁴⁾

11/27/2016

Common
Stock

12,6

(right to
buy)

Employee
Stock

Option \$ 23.97 12/05/2007

M

6,133

02/16/2007⁽⁵⁾

02/16/2016

Common
Stock

6,13

(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

12/07/2007

__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).

(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 9/3/2004, and an additional 6.25% vested at the end of each three-month period through 12/3/2007. 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.

(3) The option vested 25% one year from the grant date of 11/9/2004, and an additional 6.25% vested at the end of each three-month period through 11/9/2007. 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.

(4) The option vested 25% one year from the grant date of 11/27/2006. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/27/2010.

(5) The option vested 25% one year from the grant date of 2/16/2006, and an additional 6.25% vested at the end of each three-month period through 11/16/2007. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/16/2010.

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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