WESTERN DIGITAL CORP

Form 4 June 09, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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)

(Last)

1. Name and Address of Reporting Person * **BUKATY RAYMOND M**

2. Issuer Name and Ticker or Trading Symbol

WESTERN DIGITAL CORP

[WDC]

3. Date of Earliest Transaction

(Month/Day/Year) 06/06/2008

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Sr VP, Admin, Gen Cnsl & Secty

10% Owner

_ Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O WESTERN DIGITAL

(First)

(Middle)

CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title _

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, CA 92630-7741

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3,	ed of	` ′	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)
Common Stock	02/13/2008		G V	1,000 (1)	D	\$ 0	152,663	D	
Common Stock	06/06/2008		M	21,500	A	\$ 13.07	174,734 (2)	D	
Common Stock	06/06/2008		M	4,875	A	\$ 10.3	179,609	D	
Common Stock	06/06/2008		M	3,625	A	\$ 10.21	183,234	D	
	06/06/2008		S	3,900	D	\$ 39.55	179,334	D	

Common Stock							
Common Stock	06/06/2008	S	1,400	D	\$ 39.6	177,934	D
Common Stock	06/06/2008	S	1,900	D	\$ 39.59	176,034	D
Common Stock	06/06/2008	S	3,800	D	\$ 39.62	172,234	D
Common Stock	06/06/2008	S	1,600	D	\$ 39.65	170,634	D
Common Stock	06/06/2008	S	1,182	D	\$ 39.63	169,452	D
Common Stock	06/06/2008	S	2,455	D	\$ 39.56	166,997	D
Common Stock	06/06/2008	S	1,800	D	\$ 39.58	165,197	D
Common Stock	06/06/2008	S	1,200	D	\$ 39.645	163,997	D
Common Stock	06/06/2008	S	500	D	\$ 39.64	163,497	D
Common Stock	06/06/2008	S	9,563	D	\$ 39.57	153,934	D
Common Stock	06/06/2008	S	700	D	\$ 39.61	153,234	D

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Underlying	7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amou or Numb of Sha	

(9-02)

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Employee Stock Option (right to buy)	\$ 10.21	06/06/2008	M	3,625	01/20/2006(3)	01/20/2015	Common Stock	3,62
Employee Stock Option (right to buy)	\$ 10.3	06/06/2008	M	4,875	01/29/2005(4)	01/29/2014	Common Stock	4,87
Employee Stock Option (right to buy)	\$ 13.07	06/06/2008	M	21,500	09/24/2004(4)	09/24/2013	Common Stock	21,5

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUKATY RAYMOND M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741

Sr VP, Admin, Gen Cnsl & Secty

Signatures

Raymond M. 06/09/2008 Bukaty

**Signature of Date
Reporting Person

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) This transaction reflects a bona fide gift to a charitable organization on February 13, 2008, and is being reported on a voluntary basis.
- (2) Includes 571 shares acquired under the issuer's Employee Stock Purchase Plan on May 31, 2008.
- The option vested 25% on the first anniversary of the grant date of 1/20/2005, and an additional 6.25% vested at the end of each three-month period through 4/20/2008. The remaining shares subject to the option will yest at 6.25% at the end of each three-month
- (3) three-month period through 4/20/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 1/20/2009.
- (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.

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.

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