#### **SEAGATE TECHNOLOGY**

Form 4

February 03, 2006

## FORM 4

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

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

02/01/2006

Shares

1. Name and Address of Reporting Person * DAVIDSON JAMES			2. Issuer Name and Ticker or Trading Symbol SEAGATE TECHNOLOGY [STX]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 2725 SANI 150	(First) (	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2006				(Check all applicable)  _X_ Director 10% Owner Officer (give title below)  Other (specify below)				
MENLO PA	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  NLO PARK, CA 94025					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		n Date, if	Code (Instr.		4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Shares	01/27/2006			G		9,756	D	\$ 0 (1)	31,812,562 (2)	I	See footnotes (1) (3)
Common	02/01/2006			S		1 572	D	\$	31,811,080	ī	See

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

S

1,572 D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(2)

25.65

Ι

footnotes

(3)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date		Title Number of		
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
DAVIDSON JAMES							
2725 SAND HILL ROAD	X						
SUITE 150	Λ						
MENLO PARK, CA 94025							

## **Signatures**

/S/ Roberta S. Cohen for James A. 02/03/2006 Davidson

> \*\*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).
- On January 27, 2006, the Reporting Person indirectly acquired 9,756 shares in a distribution from Silver Lake Partners Cayman, L.P. through its general partner to certain senior members of that general partner for the sole purpose of charitable giving. These 9,756 shares were issued in the name of The Davidson Living Trust, u/a/d January 22, 1996 and were previously reported as being indirectly beneficially owned by the Reporting Person. The Reporting Person donated these 9,756 shares on that same day to Episcopal Charities.
  - Represents an aggregate of 31,811,080 common shares, par value \$0.00001 per share (the "Common Shares") of Seagate Technology (the "Issuer") owned by Silver Lake Partners Cayman, L.P., Silver Lake Investors Cayman, L.P., Silver Lake Technology Investors Cayman,
- (2) L.P. and Silver Lake New York, Inc. (collectively, the "Silver Lake Funds"). New SAC, the Issuer's former controlling stockholder and an affiliate of the Reporting Person, sold 1,572 Common Shares on February 1, 2006, which sale is being reported hereby. As a result of this sale, New SAC no longer holds any Common Shares of the Issuer.
- (3) The Reporting Person is a shareholder and a director of Silver Lake (Offshore) AIV GP LTD., which is the general partner of each of Silver Lake Technology Associates Cayman, L.P. and Silver Lake Technology Investors Cayman, L.P. Silver Lake Technology Associates Cayman, L.P. is the general partner of each of Silver Lake Partners Cayman, L.P. and Silver Lake Investors Cayman, L.P. Because of his affiliation with the Silver Lake Funds and New SAC, the Reporting Person may be deemed to have shared voting and dispositive power over the Issuer's Common Shares held by the Silver Lake Funds and those previously held by New SAC. The Reporting Person, however, disclaims beneficial ownership of any of the Issuer's Common Shares beneficially owned by the Silver Lake Funds and

Reporting Owners 2

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New SAC, except to the extent of any pecuniary interest therein.

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.