

WESTERN DIGITAL CORP
Form 4
February 16, 2006

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 *
COYNE JOHN F

2. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP
[WDC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP & COO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2006

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/16/2006		M		3,682 A \$ 12.25	D	
Common Stock	02/16/2006		M		4,688 A \$ 3.85	D	
Common Stock	02/16/2006		M		9,374 A \$ 12.84	D	
Common Stock	02/16/2006		M		4,625 A \$ 8.89	D	
	02/16/2006		S		2,669 D	D	

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Common Stock					\$ 23.92		
Common Stock	02/16/2006	S	12,400	D	\$ 23.85	394,059	D
Common Stock	02/16/2006	S	7,300	D	\$ 23.8	386,759	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 3.85	02/16/2006		M	4,688	09/23/2003 ⁽¹⁾	09/23/2012	Common Stock	4,688
Employee Stock Option (right to buy)	\$ 8.89	02/16/2006		M	4,625	11/09/2005 ⁽²⁾	11/09/2014	Common Stock	4,625
Employee Stock Option (right to buy)	\$ 12.25	02/16/2006		M	3,682	08/06/2005 ⁽³⁾	08/06/2008	Common Stock	3,682
Employee Stock Option (right to buy)	\$ 12.84	02/16/2006		M	9,374	10/24/2004 ⁽⁴⁾	10/24/2013	Common Stock	9,374

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COYNE JOHN F C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Executive VP & COO	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: John F. Coyne
Date: 02/16/2006

__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 of 9/23/2002, and an additional 6.25% vested at the end of each three-month period through 12/23/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/23/2006.
 - (2) The option vested 25% one year from the grant date of 11/9/2004, and an additional 6.25% vested each three-month period through 2/9/2006. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/9/2008.
 - (3) The option vested 100% seven years from the grant date.
 - (4) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested each three-month period through 1/24/2006. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 10/24/2007.

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.