SHAKEEL ARIF Form 4

February 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * SHAKEEL ARIF

2. Issuer Name and Ticker or Trading Symbol

Issuer (Check all applicable)

WESTERN DIGITAL CORP

[WDC]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2005

X Director 10% Owner _ Other (specify

5. Relationship of Reporting Person(s) to

_X__ Officer (give title below) President and COO

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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-	Derivative S	Securi	ties Acquir	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. Transactic Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4	d of (Ľ))	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	02/01/2005		M	86,600	A	\$ 6.9375	441,591	D	
Common Stock	02/01/2005		M	100,000	A	\$ 6.95	541,591	D	
Common Stock	02/01/2005		M	285,800	A	\$ 6	827,391	D	
Common Stock	02/01/2005		S	100,000	D	\$ 10.95	727,391	D	
	02/01/2005		S	100,000	D	\$ 10.99	627,391	D	

Common Stock								
Common Stock	02/01/2005	S	75,400	D	\$ 11.05	551,991	D	
Common Stock	02/01/2005	S	7,500	D	\$ 11.06	544,491	D	
Common Stock	02/01/2005	S	2,100	D	\$ 11.07	542,391	D	
Common Stock	02/01/2005	S	2,000	D	\$ 11.08	540,391	D	
Common Stock	02/01/2005	S	13,000	D	\$ 11.09	527,391	D	
Common Stock	02/01/2005	S	62,400	D	\$ 11.1	464,991	D	
Common Stock	02/01/2005	S	10,000	D	\$ 11.11	454,991	D	
Common Stock	02/01/2005	S	100,000	D	\$ 11.12	354,991	D	
Common Stock	02/02/2005	S	1,500	D	\$ 11.55	353,491	D	
Common Stock	02/02/2005	S	3,500	D	\$ 11.56	349,991	D	
Common Stock	02/03/2005	S	2,600	D	\$ 11.61	347,391	D	
Common Stock	02/03/2005	S	2,391	D	\$ 11.63	345,000	D	
Common Stock						4,266	I	by Trust 401(K)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code V (A	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 6	02/01/2005	M		285,800	04/27/2001(1)	10/27/2010	Common Stock	285
Employee Stock Option (right to buy)	\$ 6.9375	02/01/2005	M		86,600	04/19/2000(2)	04/19/2009	Common Stock	86
Employee Stock Option (right to buy)	\$ 6.95	02/01/2005	M		100,000	07/17/2002(3)	01/17/2012	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHAKEEL ARIF C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	X		President and COO					
Cianaturos								

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel 02/03/2005

**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% 6 months from the grant date of October 27, 2000, and the remaining 75% vested in three equal installments on October 27, 2001, 2002 and 2003.
- (2) The option vested 25% 12 months from the grant date of April 19, 1999 and 6.25% at the end of each three-month period thereafter.
- (3) The option vested 25% 6 months from the grant date of January 17, 2002 and the remaining 75% vested in three equal installments on January 17, 2003, 2004 and 2005.

Remarks:

The reporting owner acquired 649.9615 shares of WDC common stock in an exempt transaction under the issuer's 401(k) plan 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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