

WESTERN DIGITAL CORP
 Form 4
 September 04, 2007

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 *
 MILLIGAN STEPHEN D

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)
 Senior VP & CFO

(Last) (First) (Middle)
 C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2007

LAKE FOREST, CA 92630-7741
 (City) (State) (Zip)

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

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 | | |
| Common Stock | 08/30/2007 | | M | | 4,687 A \$ 9.7 | 133,058 | D |
| Common Stock | 08/30/2007 | | M | | 3,750 A \$ 13.07 | 136,808 | D |
| Common Stock | 08/30/2007 | | M | | 3,374 A \$ 10.21 | 140,182 | D |
| Common Stock | 08/30/2007 | | S | | 200 D \$ 23.54 | 139,982 | D |
| | 08/30/2007 | | S | | 1,750 D | 138,232 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|----------|----------|---|
| Common Stock | | | | | | \$ 23.53 | |
| Common Stock | 08/30/2007 | S | 1,700 | D | \$ 23.51 | 136,532 | D |
| Common Stock | 08/30/2007 | S | 8,161 | D | \$ 23.5 | 128,371 | D |
| Common Stock | 08/31/2007 | F | <u>13,725</u> (1) | D | \$ 23.36 | 114,646 | 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) | \$ 9.7 | 08/30/2007 | | M | 4,687 | 07/30/2004 ⁽²⁾ 07/30/2013 | Common Stock | 4,687 |
| Employee Stock Option (right to buy) | \$ 10.21 | 08/30/2007 | | M | 3,374 | 01/20/2006 ⁽³⁾ 01/20/2015 | Common Stock | 3,374 |
| Employee Stock Option (right to buy) | \$ 13.07 | 08/30/2007 | | M | 3,750 | 09/24/2004 ⁽⁴⁾ 09/24/2013 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLIGAN STEPHEN D C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741 | | | Senior VP & CFO | |

Signatures

By: /s/ Van Huynh Attorney-in-Fact For: Stephen D. Milligan 09/04/2007

**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) Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
 - (2) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
 - (3) An aggregate of 13,500 shares subject to the option vested one year from the grant date of 1/20/2005, 20,250 shares vested in substantially equal installments each three-month period through 7/20/2007, and 6,750 shares vested on 8/31/2007.
 - (4) An aggregate of 15,000 shares subject to the option vested one year from the grant date of 9/24/2003, 41,250 shares vested in substantially equal installments each three-month period through 6/24/2007, and 3,750 shares vested on 8/31/2007.

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.