

MASSENGILL MATTHEW E
 Form 4
 December 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
 MASSENGILL MATTHEW E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/30/2005		M	100,000	A	\$ 3.85	796,956 D
Common Stock	11/30/2005		M	173,521	A	\$ 6	970,477 D
Common Stock	11/30/2005		S	4,300	D	\$ 15.05	966,177 D
Common Stock	11/30/2005		S	7,350	D	\$ 15.04	958,827 D
	11/30/2005		S	7,900	D		950,927 D

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Common Stock						\$ 15.03			
Common Stock	11/30/2005	S	32,400	D		\$ 15.02	918,527	D	
Common Stock	11/30/2005	S	2,000	D		\$ 15.01	916,527	D	
Common Stock	11/30/2005	S	23,700	D		\$ 14.9	892,827	D	
Common Stock	11/30/2005	S	25,900	D		\$ 14.91	866,927	D	
Common Stock	11/30/2005	S	40,200	D		\$ 14.92	826,727	D	
Common Stock	11/30/2005	S	60,400	D		\$ 14.93	766,327	D	
Common Stock	11/30/2005	S	33,700	D		\$ 14.94	732,627	D	
Common Stock	11/30/2005	S	16,021	D		\$ 14.96	716,606	D	
Common Stock	11/30/2005	S	32,000	D		\$ 14.97	684,606	D	
Common Stock	11/30/2005	S	56,400	D		\$ 14.95	628,206	D	
Common Stock							4,008	I	by Trust 401(K)

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. 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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount
									Num Shares
Employee Stock	\$ 3.85	11/30/2005		M	100,000	03/23/2003 ⁽¹⁾	09/23/2012	Common Stock	100,000

Option
(right to
buy)

Employee
Stock

Option
(right to
buy)

\$ 6

11/30/2005

M

173,521

04/27/2001⁽¹⁾

10/27/2010

Common
Stock

173

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSENGILL MATTHEW E C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741	X		Chairman of the Board	

Signatures

By: /s/Sandra Garcia Attorney-in-Fact For: Matthew E.
Massengill

12/02/2005

__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% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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