

SHAKEEL ARIF
Form 4
February 01, 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 *
SHAKEEL ARIF

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)
01/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 | | |
| Common Stock | 01/30/2006 | | M | | 57,500 A \$ 3.85 | 1,637,962 | D |
| Common Stock | 01/30/2006 | | M | | 15,000 A \$ 10.21 | 1,652,962 | D |
| Common Stock | 01/30/2006 | | M | | 1,000 A \$ 13.07 | 1,653,962 | D |
| Common Stock | 01/30/2006 | | S | | 2,900 D \$ 21.88 | 1,651,062 | D |
| | 01/30/2006 | | S | | 4,800 D | 1,646,262 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------|
| Common Stock | | | | | | \$ 21.89 | | |
| Common Stock | 01/30/2006 | S | 3,500 | D | \$ 21.9 | 1,642,762 | D | |
| Common Stock | 01/30/2006 | S | 1,600 | D | \$ 21.91 | 1,641,162 | D | |
| Common Stock | 01/30/2006 | S | 1,000 | D | \$ 21.92 | 1,640,162 | D | |
| Common Stock | 01/30/2006 | S | 13,500 | D | \$ 21.93 | 1,626,662 | D | |
| Common Stock | 01/30/2006 | S | 4,700 | D | \$ 21.94 | 1,621,962 | D | |
| Common Stock | 01/30/2006 | S | 9,000 | D | \$ 21.95 | 1,612,962 | D | |
| Common Stock | 01/30/2006 | S | 2,200 | D | \$ 21.96 | 1,610,762 | D | |
| Common Stock | 01/30/2006 | S | 6,800 | D | \$ 21.97 | 1,603,962 | D | |
| Common Stock | 01/30/2006 | S | 20,000 | D | \$ 22 | 1,583,962 | D | |
| Common Stock | 01/31/2006 | M | 20,000 | A | \$ 10.21 | 1,603,962 | D | |
| Common Stock | 01/31/2006 | S | 10,000 | D | \$ 21.81 | 1,593,962 | D | |
| Common Stock | 01/31/2006 | S | 10,000 | D | \$ 21.83 | 1,583,962 | D | |
| Common Stock | | | | | | 5,030 | 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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SEC 1474
(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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------|----------|-----|------------|---------------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | | | | | 03/23/2003 ⁽¹⁾ | 09/23/2012 | Common Stock | 57,500 |
| Option | | \$ 3.85 | | 01/30/2006 | | | | |
| Employee Stock Option (right to buy) | | | | | 01/20/2006 ⁽²⁾ | 01/20/2015 | Common Stock | 15,000 |
| Option | | \$ 10.21 | | 01/30/2006 | | | | |
| Employee Stock Option (right to buy) | | | | | 01/20/2006 ⁽²⁾ | 01/20/2015 | Common Stock | 20,000 |
| Option | | \$ 10.21 | | 01/31/2006 | | | | |
| Employee Stock Option (right to buy) | | | | | 09/24/2004 ⁽³⁾ | 09/24/2013 | Common Stock | 1,000 |
| Option | | \$ 13.07 | | 01/30/2006 | | | | |

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 CEO | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel
Date: 02/01/2006

**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% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.
- (2) A total of 62,500 shares vested one year from the grant date of 1/20/2005. The remaining shares subject to the option will vest in substantially equal installments at the end of each three-month period until fully vested on 10/20/2007.

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- (3) The option vested 25% one year from the grant date of 9/24/2003, and an additional 6.25% vested each three-month period through 12/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/24/2007.

Remarks:

The reporting owner acquired 732.8971 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.

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