

WESTERN DIGITAL CORP
Form 4
February 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BUKATY RAYMOND M

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)
02/24/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr VP, Admin, Gen Cnsl & Secty

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)
			Code	V	Amount or Price		
Common Stock	02/24/2006		M		5,000 A \$ 2.1	D	
Common Stock	02/24/2006		M		37,500 A \$ 3.85	D	
Common Stock	02/24/2006		M		2,700 A \$ 4.4375	D	
Common Stock	02/24/2006		M		25,000 A \$ 6.23	D	
	02/24/2006		S		20,100 D \$ 22.4	D	

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Common Stock							
Common Stock	02/24/2006	S	9,500	D	\$ 22.41	272,891	D
Common Stock	02/24/2006	S	400	D	\$ 22.42	272,491	D
Common Stock	02/24/2006	S	1,300	D	\$ 22.43	271,191	D
Common Stock	02/24/2006	S	13,900	D	\$ 22.45	257,291	D
Common Stock	02/24/2006	S	7,000	D	\$ 22.48	250,291	D
Common Stock	02/24/2006	S	5,000	D	\$ 22.5	245,291	D
Common Stock	02/24/2006	S	3,000	D	\$ 22.52	242,291	D
Common Stock	02/24/2006	S	4,000	D	\$ 22.55	238,291	D
Common Stock	02/24/2006	S	6,000	D	\$ 22.57	232,291	D

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.1	02/24/2006		M	5,000	09/26/2002 ⁽¹⁾	09/26/2011	Common Stock	5,000

Employee
Stock
Option
(right to
buy)

\$ 3.85

02/24/2006

M

37,500

03/23/2003⁽²⁾

09/23/2012

Common
Stock

37,500

Employee
Stock
Option
(right to
buy)

\$ 4.4375

02/24/2006

M

2,700

03/01/2001⁽³⁾

03/01/2010

Common
Stock

2,700

Employee
Stock
Option
(right to
buy)

\$ 6.23

02/24/2006

M

25,000

09/28/2002⁽³⁾

03/28/2012

Common
Stock

25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

BUKATY RAYMOND M
C/O WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CA 92630-7741

Sr VP, Admin, Gen Cnsl & Secty

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Raymond M.
Bukaty

02/28/2006

**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% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

(2) The option vested 25% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.

(3) The option vested annually in four equal installments beginning on the first anniversary of the grant date.

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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