

WESTERN DIGITAL CORP
 Form 4
 May 26, 2005

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 *
 COYNE JOHN F

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)
 05/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Worldwide Operations

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 | (A) or (D) | Price |
| Common Stock | 05/24/2005 | | M | | 46,375 | A | \$ 2.1 |
| Common Stock | 05/24/2005 | | M | | 46,875 | A | \$ 3.85 |
| Common Stock | 05/24/2005 | | M | | 15,000 | A | \$ 6 |
| Common Stock | 05/24/2005 | | M | | 4,000 | A | \$ 11.6875 |
| | 05/24/2005 | | M | | 18,751 | A | \$ 12.84 |
| | | | | | | | 125,650 ⁽¹⁾ |
| | | | | | | | 172,525 |
| | | | | | | | 187,525 |
| | | | | | | | 191,525 |
| | | | | | | | 210,276 |

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| | | | | | | | |
|--------------|------------|--|---|---------|---|-----------|-----------|
| Common Stock | | | | | | | |
| Common Stock | 05/24/2005 | | M | 16,000 | A | \$ 12.875 | 226,276 D |
| Common Stock | 05/24/2005 | | M | 27,600 | A | \$ 10.25 | 253,876 D |
| Common Stock | 05/24/2005 | | S | 124,581 | D | \$ 14.5 | 129,295 D |
| Common Stock | 05/24/2005 | | S | 22,155 | D | \$ 14.51 | 107,140 D |
| Common Stock | 05/24/2005 | | S | 12,516 | D | \$ 14.52 | 94,624 D |
| Common Stock | 05/24/2005 | | S | 14,226 | D | \$ 14.53 | 80,398 D |
| Common Stock | 05/24/2005 | | S | 15,936 | D | \$ 14.54 | 64,462 D |
| Common Stock | 05/24/2005 | | S | 17,724 | D | \$ 14.55 | 46,738 D |
| Common Stock | 05/24/2005 | | S | 2,022 | D | \$ 14.56 | 44,716 D |
| Common Stock | 05/24/2005 | | S | 934 | D | \$ 14.57 | 43,782 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 | \$ 2.1 | 05/24/2005 | | M | 46,375 | 09/26/2002 ⁽²⁾ | 09/26/2011 | Common Stock | 46,375 |

| | | | | | | | | | |
|--|------------|------------|---|--------|---------------------------|------------|-----------------|------|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 3.85 | 05/24/2005 | M | 46,875 | 09/23/2003 ⁽³⁾ | 09/23/2012 | Common Stock | 46,8 | |
| Employee Stock Option (right to buy) | \$ 6 | 05/24/2005 | M | 15,000 | 10/27/2001 ⁽⁴⁾ | 10/27/2010 | Common Stock | 15,0 | |
| Employee Stock Option (right to buy) | \$ 10.25 | 05/24/2005 | M | 27,600 | 09/09/2000 ⁽⁵⁾ | 09/09/2008 | Common Stock | 27,6 | |
| Employee Stock Option (right to buy) | \$ 11.6875 | 05/24/2005 | M | 4,000 | 08/11/1999 ⁽⁶⁾ | 08/11/2008 | Common Stock | 4,00 | |
| Employee Stock Option (right to buy) | \$ 12.84 | 05/24/2005 | M | 18,751 | 10/24/2004 ⁽⁷⁾ | 10/24/2013 | Common Stock | 18,7 | |
| Employee Stock Option (right to buy) | \$ 12.875 | 05/24/2005 | M | 16,000 | 11/17/1999 ⁽⁴⁾ | 11/17/2008 | Common Stock | 16,0 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COYNE JOHN F C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741 | | | Sr. VP, Worldwide Operations | |

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: John F.
Coyne

05/26/2005

__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) Includes 2,275 shares acquired under the issuer's Employee Stock Purchase Plan on January 31, 2005.
- (2) The option vested 25% one year from the grant date of 9/26/2001, and an additional 6.25% vested each three-month period through 3/26/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/26/2005.
- (3) The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested each three-month period through 3/23/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/23/2006.
- (4) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (5) The option vested 10% 2 years from the grant date, 20% 3 years from the grant date, 30% 4 years from the grant date, and the final 40% 5 years from the grant date.
- (6) The option vested 25% one year from the grant date and 75% two years from the grant date.
- (7) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested each three-month period through 4/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 10/24/2007.

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.