

COYNE JOHN F
Form 4
December 15, 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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP & COO

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

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			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					(A) or (D)
Common Stock	12/13/2005		M		6,625	A	\$ 2.1	400,263	D	
Common Stock	12/13/2005		M		9,375	A	\$ 3.85	409,638	D	
Common Stock	12/13/2005		M		14,125	A	\$ 8.89	423,763	D	
Common Stock	12/13/2005		S		30,125	D	\$ 15.1501	393,638	D	
	12/13/2005		S		1,292	D	\$ 15.15	392,346	D	

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Common Stock								
Common Stock	12/13/2005		S	1,000	D	\$ 15.16	391,346	D
Common Stock	12/13/2005		S	1,400	D	\$ 15.17	389,946	D
Common Stock	12/13/2005		S	2,900	D	\$ 15.18	387,046	D
Common Stock	12/13/2005		S	287	D	\$ 15.19	386,759	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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 2.1	12/13/2005		M	6,625	09/26/2002 ⁽¹⁾ 09/26/2011	Common Stock	6,625
Employee Stock Option (right to buy)	\$ 3.85	12/13/2005		M	9,375	09/23/2003 ⁽²⁾ 09/23/2012	Common Stock	9,375
Employee Stock Option (right to buy)	\$ 8.89	12/13/2005		M	14,125	11/09/2005 ⁽³⁾ 11/09/2014	Common Stock	14,125

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			Executive VP & COO	

Signatures

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

12/15/2005

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

The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested at the end of each three-month period through 9/23/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/23/2006.

(3) The option vested 25% one year from the grant date of 11/9/2004. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/9/2008.

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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