

MILLIGAN STEPHEN D  
 Form 4  
 February 21, 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 \*  
 MILLIGAN STEPHEN D

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  
X Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP & CFO

(Last) (First) (Middle)  
 C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/16/2006

LAKE FOREST, CA 92630-7741  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
X Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock <sup>(1)</sup>     | 02/16/2006                           |  | A                              | 55,000  | A \$ 0  | 285,916  | D  |
| Common Stock                    | 02/17/2006                           |  | M                              | 27,407  | A \$ 3.85   | 313,323  | D  |
| Common Stock                    | 02/17/2006                           |  | M                              | 46,875  | A \$ 9.7  | 360,198  | D  |
| Common Stock                    | 02/17/2006                           |  | M                              | 13,500  | A \$ 10.21  | 373,698  | D  |
|                                 | 02/17/2006                           |  | M                              | 33,750  | A   | 407,448  | D  |

Edgar Filing: MILLIGAN STEPHEN D - Form 4

|              |            |   |        |   |  |          |         |                   |
|--------------|------------|---|--------|---|--|----------|---------|-------------------|
| Common Stock |            |   |        |   |  | \$ 13.07 |         |                   |
| Common Stock | 02/17/2006 | S | 200    | D |  | \$ 24.12 | 407,248 | D                 |
| Common Stock | 02/17/2006 | S | 2,800  | D |  | \$ 24.11 | 404,448 | D                 |
| Common Stock | 02/17/2006 | S | 10,000 | D |  | \$ 24.05 | 394,448 | D                 |
| Common Stock | 02/17/2006 | S | 1,000  | D |  | \$ 24.07 | 393,448 | D                 |
| Common Stock | 02/17/2006 | S | 15,000 | D |  | \$ 24.01 | 378,448 | D                 |
| Common Stock | 02/17/2006 | S | 40,000 | D |  | \$ 24    | 338,448 | D                 |
| Common Stock | 02/17/2006 | S | 10,000 | D |  | \$ 24.02 | 328,448 | D                 |
| Common Stock | 02/17/2006 | S | 30,000 | D |  | \$ 24.03 | 298,448 | D                 |
| Common Stock | 02/17/2006 | S | 12,532 | D |  | \$ 24.04 | 285,916 | D                 |
| Common Stock |            |   |        |   |  |          | 772     | I by Trust 401(K) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock                             | \$ 3.85  | 02/17/2006                           |  | M                              | 27,407  | 09/23/2003 <sup>(2)</sup> 09/23/2012                     | Common Stock  |

Option  
(right to  
buy)

Employee  
Stock

|                             |        |            |   |        |                           |            |                 |      |
|-----------------------------|--------|------------|---|--------|---------------------------|------------|-----------------|------|
| Option<br>(right to<br>buy) | \$ 9.7 | 02/17/2006 | M | 46,875 | 07/30/2004 <sup>(3)</sup> | 07/30/2013 | Common<br>Stock | 46,8 |
|-----------------------------|--------|------------|---|--------|---------------------------|------------|-----------------|------|

Employee  
Stock

|                             |          |            |   |        |                           |            |                 |      |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|------|
| Option<br>(right to<br>buy) | \$ 10.21 | 02/17/2006 | M | 13,500 | 01/20/2006 <sup>(4)</sup> | 01/20/2015 | Common<br>Stock | 13,5 |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|------|

Employee  
Stock

|                             |          |            |   |        |                           |            |                 |      |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|------|
| Option<br>(right to<br>buy) | \$ 13.07 | 02/17/2006 | M | 33,750 | 09/24/2004 <sup>(5)</sup> | 09/24/2013 | Common<br>Stock | 33,7 |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

MILLIGAN STEPHEN D  
C/O WESTERN DIGITAL CORPORATION  
20511 LAKE FOREST DRIVE  
LAKE FOREST, CA 92630-7741

Senior VP & CFO

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Stephen D.  
Milligan

02/21/2006

\_\_\_\_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) Represents the grant of restricted stock units to the reporting person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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 12/23/2005. 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 7/30/2003, and an additional 6.25% vested at the end of each three-month period through 1/30/2006. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 7/30/2007.

(4) The option vested 25% one year from the grant date of 1/20/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 1/20/2009.

## Edgar Filing: MILLIGAN STEPHEN D - Form 4

The option vested 25% one year from the grant date of 9/24/2003, and an additional 6.25% vested at the end of each three-month period (5) through 12/24/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 9/24/2007.

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.