

WESTERN DIGITAL CORP
Form 4
June 09, 2008

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)
06/06/2008

____ 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 (D) Price			
Common Stock	02/13/2008		G	V 1,000 (1) D \$ 0	152,663	D	
Common Stock	06/06/2008		M	21,500 A \$ 13.07	174,734 (2)	D	
Common Stock	06/06/2008		M	4,875 A \$ 10.3	179,609	D	
Common Stock	06/06/2008		M	3,625 A \$ 10.21	183,234	D	
	06/06/2008		S	3,900 D \$ 39.55	179,334	D	

Edgar Filing: WESTERN DIGITAL CORP - Form 4

Common Stock							
Common Stock	06/06/2008	S	1,400	D	\$ 39.6	177,934	D
Common Stock	06/06/2008	S	1,900	D	\$ 39.59	176,034	D
Common Stock	06/06/2008	S	3,800	D	\$ 39.62	172,234	D
Common Stock	06/06/2008	S	1,600	D	\$ 39.65	170,634	D
Common Stock	06/06/2008	S	1,182	D	\$ 39.63	169,452	D
Common Stock	06/06/2008	S	2,455	D	\$ 39.56	166,997	D
Common Stock	06/06/2008	S	1,800	D	\$ 39.58	165,197	D
Common Stock	06/06/2008	S	1,200	D	\$ 39.645	163,997	D
Common Stock	06/06/2008	S	500	D	\$ 39.64	163,497	D
Common Stock	06/06/2008	S	9,563	D	\$ 39.57	153,934	D
Common Stock	06/06/2008	S	700	D	\$ 39.61	153,234	D

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Employee

Stock

Option (right to buy)	\$ 10.21	06/06/2008	M	3,625	01/20/2006 ⁽³⁾	01/20/2015	Common Stock	3,625
-----------------------------	----------	------------	---	-------	---------------------------	------------	-----------------	-------

Employee

Stock

Option (right to buy)	\$ 10.3	06/06/2008	M	4,875	01/29/2005 ⁽⁴⁾	01/29/2014	Common Stock	4,875
-----------------------------	---------	------------	---	-------	---------------------------	------------	-----------------	-------

Employee

Stock

Option (right to buy)	\$ 13.07	06/06/2008	M	21,500	09/24/2004 ⁽⁴⁾	09/24/2013	Common Stock	21,500
-----------------------------	----------	------------	---	--------	---------------------------	------------	-----------------	--------

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

Raymond M. 06/09/2008
Bukaty

**Signature of Date
Reporting Person

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) This transaction reflects a bona fide gift to a charitable organization on February 13, 2008, and is being reported on a voluntary basis.
- (2) Includes 571 shares acquired under the issuer's Employee Stock Purchase Plan on May 31, 2008.

The option vested 25% on the first anniversary of the grant date of 1/20/2005, and an additional 6.25% vested at the end of each
- (3) three-month period through 4/20/2008. 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.
- (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.

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.