

WESTERN DIGITAL CORP
Form 4
June 09, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | 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 | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|
| 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | 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.
Bukaty

06/09/2008

**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) 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.

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