

TPG SAC ADVISORS III CORP
Form 4
December 13, 2004

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 *
TPG SAC ADVISORS III CORP

2. Issuer Name and Ticker or Trading Symbol
SEAGATE TECHNOLOGY [STX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2004

___ Director ___X_ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O TEXAS PACIFIC GROUP, 301 COMMERCE STREET SUITE 3300

(Street)

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

FORT WORTH TEXAS 76102

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|---------------------------------------|--|----------------------|------------------|---|------------------|------------------|-----------------|-------|----------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
| Futures Contract (obligation to sell) | \$ 16.62 | 12/09/2004 | S ⁽¹⁾ | 30,000,000 | 06/10/2005 | 06/10/2005 | Common Shares | 30 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG SAC ADVISORS III CORP C/O TEXAS PACIFIC GROUP 301COMMERCE STREET SUITE 3300 FORT WORTH TEXAS 76102 | | X | | |

Signatures

Richard A. Ekleberry, Title: Vice President
Date: 12/13/2004

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) On December 9, 2004, New SAC entered into a forward sale agreement with Goldman Sachs Financial Markets, L.P. relating to 30,000,000 shares of Seagate Technology's common shares, par value \$0.00001 per share (the "Shares"). The arrangement is reflected in Table II as a futures contract. Subject to the terms of the forward sale agreement, New SAC has agreed to deliver the Shares to Goldman Sachs Financial Markets, L.P.

(2) TPG SAC Advisors III Corp. ("Advisors III") is the general partner of TPG SAC GenPar III, L.P. ("SAC GenPar"), which is the general partner of SAC Investments, L.P. ("SAC Investments"), which owns approximately 22% of total outstanding ordinary shares of New SAC (together with SAC GenPar and SAC Investments, the "TPG Entities"). New SAC is the parent company of the Issuer and directly held the Issuer's common shares ("Common Shares") reported herein. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Advisors III is deemed to be the beneficial owner of Common Shares beneficially owned by the TPG Entities only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such entities.

(3) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that Advisor III is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Entities in excess of such amount.

(4) David Bonderman, James G. Coulter and William S. Price III are shareholders (the "Shareholders") of Advisors III. James Coulter is also a director of the Issuer. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Exchange Act, each Shareholder may be deemed to be the beneficial owner of the Common Shares owned by the TPG Entities only to the extent of the greater of his direct or indirect interest in the profits or capital accounts of such entities. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that each Shareholder is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Entities in excess of such amount.

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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