

As filed with the Securities and Exchange Commission on January 24, 1997

Registration No. 33-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WESTERN DIGITAL CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

95-2647125
(I.R.S. Employer
Identification No.)

8105 IRVINE CENTER DRIVE,
IRVINE, CALIFORNIA 92618
(714) 932-5000
(Address, including zip code, and telephone number,
including area code, of Registrant's Principal Executive Offices)

WESTERN DIGITAL CORPORATION
EMPLOYEE STOCK OPTION PLAN
1993 EMPLOYEE STOCK PURCHASE PLAN

(Full Title of Plan)

MICHAEL A. CORNELIUS
8105 IRVINE CENTER DRIVE
IRVINE, CALIFORNIA 92718
(714) 932-5000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE (2)
COMMON STOCK, \$.10 PAR VALUE (3)	4,750,000 shares (4) (5)	\$70.44	\$334,590,000	\$115,376

(1) Estimated solely for the purpose of calculating the registration fee

pursuant to Rule 457, based upon the average of the high and low sale prices of the Company's Common Stock on the New York Stock Exchange on January 21, 1997.

(2) Based on the average of the high and low sale prices of the Company's Common Stock on the New York Stock Exchange on January 21, 1997 (see footnote (1) above).

(3) This Registration Statement includes associated stock purchase rights under the Rights Agreement dated as of December 1, 1988, as amended, between the Registrant and American Stock Transfer and Trust Company, as Rights Agent.

(4) Represents a 4,000,000 share increase in the number of shares authorized for issuance under the Company's Employee Stock Option Plan, and a 750,000 share increase in the number of shares authorized for issuance under the Company's 1993 Employee Stock Purchase Plan.

(5) There is also being registered hereunder such additional undetermined number of shares of Common Stock which may be issued as a result of anti-dilutive adjustments pursuant to the Employee Stock Option Plan and 1993 Employee Stock Purchase Plan.

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INTRODUCTION

This Registration Statement on Form S-8 is filed by Western Digital Corporation, a Delaware corporation, (the "Company") relating to an additional 4,750,000 shares of the Company's common stock, par value \$.10 per share (the "Common Stock"), 4,000,000 shares issuable under the Company's Employee Stock Option Plan and 750,000 shares issuable under the Company's 1993 Employee Stock Purchase Plan, and consists of only those items required by General Instruction E to Form S-8.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Pursuant to the instructions to Form S-8, Part I (Information Required in the Section 10(a) Prospectus) is not filed as part of this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8, Registration No. 33-57953, previously filed by the Company with the Securities and Exchange Commission on March 6, 1995, and the Company's Registration Statement on Form S-8, Registration No. 33-51725, previously filed with the Securities and Exchange Commission on December 28, 1993, are incorporated herein by reference and made a part hereof.

ITEM 8. EXHIBITS.

Pursuant to General Instruction E, only those opinions and consents required by Item 8 are provided, as follows.

Exhibit No.	Description
- - - - -	- - - - -
5	Opinion of Gibson, Dunn & Crutcher LLP as to the legality of the securities being registered.
23.1	Consent of KPMG Peat Marwick LLP, independent auditors.
23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5 hereto).
24	Power of Attorney (contained on signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for a filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on January 9, 1997.

WESTERN DIGITAL CORPORATION

By: /s/ Charles A. Haggerty

 Charles A. Haggerty
 Chairman of the Board,
 President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints CHARLES A. HAGGERTY and DUSTON M. WILLIAMS his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, with full powers and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated.

Signature -----	Title -----	Date ----
/s/ Charles A. Haggerty ----- Charles A. Haggerty	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	January 9, 1997
/s/ Duston M. Williams ----- Duston M. Williams	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	January 9, 1997
/s/ James A. Abrahamson ----- James A. Abrahamson	Director	January 9, 1997
/s/ Peter D. Behrendt ----- Peter D. Behrendt	Director	January 9, 1997
	Director	-----

[GIBSON, DUNN & CRUTCHER LLP LETTERHEAD]

January 23, 1997

Western Digital Corporation
8105 Irvine Center Drive
Irvine, CA 92618

Re: Registration Statement on Form S-8 of 4,750,000 Shares of Common Stock

Ladies and Gentlemen:

We have acted as your counsel in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission to register 4,750,000 shares of common stock, par value \$.10 per share (the "Common Stock") of Western Digital Corporation, a Delaware corporation (the "Company") 4,000,000 shares to be issued pursuant to the Company's Employee Stock Option Plan and 750,000 shares to be issued pursuant to the Company's Employee Stock Purchase Plan (the "Plans").

For purposes of rendering this opinion, we have made such legal and factual examinations as we have deemed necessary under the circumstances and, as part of such examinations, we have examined, among other things, originals and copies, certified or otherwise, identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate. For the purposes of such examinations, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us.

On the basis of and in reliance upon the foregoing examinations and assumptions, we are of the opinion that, assuming the Registration Statement shall have become effective pursuant to the provisions of the Securities Act of 1933, as amended, the shares of Common Stock being offered under the Plans, when issued in accordance with the Registration Statement and the provisions of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 and related prospectus pertaining to the Western Digital Corporation Employee Stock Option Plan and Employee Stock Purchase Plan of our report dated July 24, 1996, with respect to the consolidated financial statements of Western Digital Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended June 29, 1996, filed with the Securities and Exchange Commission.

KPMG PEAT MARWICK LLP

Costa Mesa, California
January 24, 1997