UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 12, 1999

WESTERN DIGITAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware	001-08703	95-264-7125
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8105 Irvine Center Drive
Irvine, California   92618
(Address of Principal Executive Offices)   (Zip Code)

Registrant's telephone number, including area code: (949) 932-5000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5. OTHER EVENTS.

        On November 12 and 17, 1999, the Registrant retired in the aggregate
$303.5 million principal amount of its Zero Coupon Convertible Subordinated
Debentures due 2018 in exchange for shares of its common stock. These exchanges
were made pursuant to Section 3(a)(9) of the Securities Act, as amended. As a
result of these exchanges and previous exchanges, the Registrant has retired
debentures in the aggregate principal amount of $735.6 million and issued in
exchange 26,725,075 shares of common stock. The total number of shares of common
stock outstanding as of November 17, 1999, following these exchanges, was
125,248,231.

                                SIGNATURE

        Pursuant to the requirements of the Securities Exchange Act of 1934, as
amended, the Registrant has duly caused this report to be signed on its behalf
by the undersigned hereunto duly authorized.

Date: November 18, 1999
                            WESTERN DIGITAL CORPORATION

                            By: /s/ MICHAEL A. CORNELIUS

                                Michael A. Cornelius
                                Vice President, Law and
                                Administration and Secretary