

**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): February 18, 2003

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

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-08703
(Commission
File Number)

33-0956711
(IRS Employer
Identification No.)

20511 Lake Forest Drive
Lake Forest, California
(Address of Principal Executive Offices)

92630
(Zip Code)

Registrant's telephone number, including area code: **(949) 672-7000**

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

TABLE OF CONTENTS

[INFORMATION TO BE INCLUDED IN THE REPORT](#)

[Item 5. Other Events.](#)

[Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.](#)

[SIGNATURES](#)

[INDEX TO EXHIBITS](#)

[EXHIBIT 99.1](#)

INFORMATION TO BE INCLUDED IN THE REPORT

Item 5. Other Events.

At 5:00 p.m., New York City time, on February 18, 2003, the option of holders of the Zero Coupon Convertible Subordinated Debentures due 2018, issued by Western Digital Technologies, Inc. (“WDT”), a wholly owned subsidiary of Western Digital Corporation, to surrender their debentures for purchase by WDT expired. On February 19, 2003, Western Digital Corporation issued a press release announcing the results of the offer by WDT to purchase the debentures. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

Exhibit	Description
99.1	Press Release issued by Western Digital Corporation on February 19, 2003, announcing the results of the offer by Western Digital Technologies, Inc. to purchase its Zero Coupon Convertible Subordinated Debentures due 2018.

SIGNATURES

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.

WESTERN DIGITAL CORPORATION

By: /s/ Steven M. Slavin

Steven M. Slavin
Vice President, Taxes and Treasurer

Dated, February 19, 2003

INDEX TO EXHIBITS

Exhibit	Description
99.1	Press Release issued by Western Digital Corporation on February 19, 2003, announcing the results of the offer by Western Digital Technologies, Inc. to purchase its Zero Coupon Convertible Subordinated Debentures due 2018.

Company contacts:
Steve Shattuck
Press Relations
949.672.7817
steve.shattuck@wdc.com

Bob Blair
Investor Relations
949.672.7834
robert.blair@wdc.com

FOR IMMEDIATE RELEASE:

WESTERN DIGITAL ANNOUNCES RESULTS OF OFFER TO PURCHASE ZERO COUPON CONVERTIBLE SUBORDINATED DEBENTURES DUE 2018

LAKE FOREST, Calif. – Feb. 19, 2003 — Western Digital Corp. (NYSE: WDC) today announced the results of the offer by its wholly-owned subsidiary, Western Digital Technologies, Inc. (WDT), to purchase Zero Coupon Convertible Subordinated Debentures due 2018, issued by WDT. Holders' option to surrender their debentures for purchase expired at 5 p.m., New York City time, Feb. 18, 2003.

Western Digital has been advised by the paying agent, U.S. Bank, N.A., that \$160,342,000 in aggregate principal amount at maturity of debentures were validly surrendered for purchase and not withdrawn, and WDT has accepted for purchase all of such debentures. The purchase price for the debentures was \$459.64 per \$1,000 principal amount at maturity and will be paid in cash. The aggregate purchase price for all of the debentures validly surrendered for purchase and not withdrawn was \$73,699,597. At the close of its second fiscal quarter ending Dec. 27, 2002, Western Digital had \$326.9

million in cash on its balance sheet. After this purchase, debentures with \$555,000 in aggregate principal amount at maturity will remain outstanding, and will be subject to their existing terms.

About Western Digital

Western Digital, one of the storage industry's pioneers and long-time leaders, provides products and services for people and organizations that collect, manage, and use digital information. The Company produces reliable, high-performance hard drives that keep users' data close-at-hand and secure from loss.

Western Digital was founded in 1970. The Company's storage products are marketed to leading systems manufacturers and selected resellers under the Western Digital brand name. Visit the Investor section of the Company's Web site (www.westerndigital.com) to access a variety of financial and investor information.

###

Western Digital and the Western Digital logo are registered trademarks of Western Digital Technologies, Inc.