

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>MASSENGILL MATTHEW E</b>  (Last) (First) (Middle) <b>C/O WESTERN DIGITAL CORPORATION</b> <b>20511 LAKE FOREST DRIVE</b>  (Street) <b>LAKE FOREST CA 92630-7741</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WESTERN DIGITAL CORP [ WDC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman of the Board</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/31/2006</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2006		M		121,000	A	\$10.21	671,950	D	
Common Stock	01/31/2006		M		85,400	A	\$10.25	757,350	D	
Common Stock	01/31/2006		M		10,000	A	\$10.25	767,350	D	
Common Stock	01/31/2006		M		6,784	A	\$12.25	774,134	D	
Common Stock	01/31/2006		M		40,000	A	\$12.875	814,134	D	
Common Stock	01/31/2006		M		11,500	A	\$11.875	825,634	D	
Common Stock	01/31/2006		S		12,000	D	\$21.75	813,634	D	
Common Stock	01/31/2006		S		1,700	D	\$21.76	811,934	D	
Common Stock	01/31/2006		S		38,300	D	\$21.77	773,634	D	
Common Stock	01/31/2006		S		8,800	D	\$21.78	764,834	D	
Common Stock	01/31/2006		S		15,300	D	\$21.79	749,534	D	
Common Stock	01/31/2006		S		71,000	D	\$21.8	678,534	D	
Common Stock	01/31/2006		S		16,200	D	\$21.81	662,334	D	
Common Stock	01/31/2006		S		40,700	D	\$21.82	621,634	D	
Common Stock	01/31/2006		S		32,084	D	\$21.83	589,550	D	
Common Stock	01/31/2006		S		3,900	D	\$21.84	585,650	D	
Common Stock	01/31/2006		S		17,300	D	\$21.85	568,350	D	
Common Stock	01/31/2006		S		900	D	\$21.86	567,450	D	
Common Stock	01/31/2006		S		800	D	\$21.87	566,650	D	
Common Stock	01/31/2006		S		6,800	D	\$21.88	559,850	D	
Common Stock	01/31/2006		S		7,500	D	\$21.89	552,350	D	
Common Stock	01/31/2006		S		1,400	D	\$21.9	550,950	D	
Common Stock								4,008	I	by Trust 401(K)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$10.21	01/31/2006		M			121,000	01/20/2006 <sup>(1)</sup>	01/20/2015	Common Stock	121,000	\$0	191,500	D	
Employee Stock Option (right to buy)	\$10.25	01/31/2006		M			85,400	09/09/2006 <sup>(2)</sup>	09/09/2008	Common Stock	85,400	\$0	10,000	D	
Employee Stock Option (right to buy)	\$10.25	01/31/2006		M			10,000	09/09/1999 <sup>(3)</sup>	09/09/2008	Common Stock	10,000	\$0	0	D	
Employee Stock Option (right to buy)	\$11.875	01/31/2006		M			11,500	07/24/1997 <sup>(3)</sup>	07/24/2006	Common Stock	11,500	\$0	4,500	D	
Employee Stock Option (right to buy)	\$12.25	01/31/2006		M			6,784	08/06/2005 <sup>(4)</sup>	08/06/2008	Common Stock	6,784	\$0	0	D	
Employee Stock Option (right to buy)	\$12.875	01/31/2006		M			40,000	11/17/1999 <sup>(3)</sup>	11/17/2008	Common Stock	40,000	\$0	0	D	

**Explanation of Responses:**

- A total of 125,000 shares vested one year from the grant date of 1/20/2005. An additional 93,750 shares subject to the option will vest in substantially equal installments at the end of each three-month period until 10/20/2006. The remaining shares subject to the option will vest on 1/1/2007.
- The option vested 5% 2 years from the grant date, 15% 3 years from the grant date, 30% 4 years from the grant date, and the final 50% 5 years from the grant date.
- The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- The option vested 100% seven years from the grant date.

By: /s/ Sandra Garcia Attorney-  
in-Fact For: Matthew E. Massengill      02/01/2006

\*\* Signature of Reporting Person      Date

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

\* 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).

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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