

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>MASENGILL MATTHEW E</u> (Last) (First) (Middle) C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE (Street) LAKE FOREST CA 92630-7741 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WESTERN DIGITAL CORP [WDC]</u>	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) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/25/2005		D ⁽¹⁾		50,000	D	\$0	696,956	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						Title
Employee Stock Option (right to buy)	\$10.21	08/25/2005		D ⁽²⁾			187,500	(2)	01/20/2015	Common Stock	187,500	\$0	312,500	D	
Employee Stock Option (right to buy)	\$13.07	08/25/2005		D ⁽³⁾			18,750	(3)	09/24/2013	Common Stock	18,750	\$0	281,250	D	

Explanation of Responses:

- This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an award of 150,000 restricted shares of Common Stock granted by WDC to the reporting person on January 20, 2005. By agreement between WDC and the reporting person, each installment of the award scheduled to vest after July 31, 2007 has been cancelled.
- This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an option to buy 500,000 shares of common stock granted by WDC to the reporting person on January 20, 2005. The option was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. By agreement between WDC and the reporting person, each installment of the option scheduled to vest after July 31, 2007 has been cancelled.
- This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an option to buy 300,000 shares of common stock granted by WDC to the reporting person on September 24, 2003. The option was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. By agreement between WDC and the reporting person, each installment of the option scheduled to vest after July 31, 2007 has been cancelled.

By: /s/ Sandra Garcia Attorney-
in-Fact For: Matthew E. Massengill 08/29/2005

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.