SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MASSENGILL MATTHEW E	WESTERN DIGITAL CORP [WDC]	X Director 10% Owner X Officer (give title below) Other (specify below) Chairman and CEO

1. Name and Address of Reporting Person*

MASSENGILL MATTHEW E

(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
WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director   10% Owner
X Officer (give title below)   Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	12/06/2004		M		18,521	A	$4.5625	358,277	D	
Common Stock	12/06/2004		M		26,479	A	$6	384,756	D	
Common Stock	12/06/2004		S		2,500	D	$10.92	382,256	D	
Common Stock	12/06/2004		S		20,800	D	$10.9	361,456	D	
Common Stock	12/06/2004		S		8,000	D	$10.87	353,456	D	
Common Stock	12/06/2004		S		8,000	D	$10.86	345,456	D	
Common Stock	12/06/2004		S		5,700	D	$10.85	339,756	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Employee Stock Option (right to buy)	$4.5625	12/06/2004		M			18,521	01/12/2001[1]	01/12/2010	Common Stock	18,521	$0	0	D	
Employee Stock Option (right to buy)	$6	12/06/2004		M			26,479	04/27/2001[2]	10/27/2010	Common Stock	26,479	$0	473,521	D	

Explanation of Responses:

1. The option vested 25% 12 months from the grant date of 1/12/2000 and 6.25% at the end of each three-month period thereafter.

2. The option vested 25% 6 months from the grant date of 10/27/2000, and the remaining 75% vested in three equal installments on October 27, 2001, 2002 and 2003.

By: /s/ Sandra Garcia Attorney-in-Fact For: Matthew E. Massengill   12/07/2004

** 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.