## SEC Form 4

Common Stock

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### 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

OMB APPROVAL									
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by Trust

Ι

5,073

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol WESTERN DIGITAL CORP [ WDC ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SHAKEEL ARIF				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
C/O WESTERN DIGITAL CORPORATION			10/31/2006	CEO					
20511 LAKE F0	OREST DRIVE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		ridual or Joint/Group Filin	g (Check Applicable			
(Street)				Line)					
LAKE FOREST	CA	92630-7741		X	Form filed by One Rep	oorting Person			
					Form filed by More than One Reporting Person				
(Citv)	(State)	(Zip)		1					

#### ( e) (Zip) L Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Date Execution Date, Transaction Form: Direct ecurities Indirect (Month/Dav/Year) Beneficial if any Code (Instr. Beneficially (D) or Indirect Ownership (Instr. 4) (Month/Day/Year) 8) **Owned Following** (l) (Instr. 4) Reported (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Common Stock 10/31/2006 **D**<sup>(1)</sup> 90.800 D \$<mark>0</mark> 1.495.476(2) D s 12/18/2006 500 D \$20.76 1,494,976 D Common Stock **Common Stock** 12/18/2006 S 19,500 D \$20.75 1,475,476 D Common Stock 12/18/2006 S 1,100 D \$20.89 1,474,376 D s Common Stock 12/18/2006 1,400 D \$20.88 1,472,976 D Common Stock 12/18/2006 S 3,800 D \$20.87 1,469,176 D s 1,466,776 12/18/2006 2,400 D Common Stock \$20.86 D Common Stock S 1,462,476 12/18/2006 4,300 D \$20.85 D Common Stock 12/19/2006 S 19,800 D \$20.75 1,442,676 D Common Stock 12/19/2006 S 200 D \$20.76 1,442,476 D Common Stock 12/19/2006 S 5,000 D \$20.78 1,437,476 D s Common Stock 12/19/2006 5.000 D \$20.8 1.432.476 D s 3.500 D Common Stock 12/19/2006 \$20.82 1,428,976 D Common Stock 12/19/2006 S 1,500 D \$20.83 1,427,476 D **Common Stock** 12/19/2006 S 4,000 D \$20.85 1,423,476 D S \$20.86 Common Stock 12/19/2006 1,000 D 1,422,476 D **Common Stock** 12/19/2006 S 5,000 D \$20.9 1,417,476 D **Common Stock** 12/19/2006 S 5,000 D \$20.92 1,412,476 D Common Stock 12/19/2006 s 18,700 D \$20.95 1,393,776 D s **Common Stock** 12/19/2006 1,300 D \$20.96 1,392,476 D Common Stock 12/19/2006 S 20,000 D \$21.07 1,372,476 D s Common Stock 12/19/2006 8,900 D \$21.1 1,363,576 D

401(K) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. Expiration Date (Month/Day/Year) Derivative Execution Date, Transaction of Securities Derivative of Indirect Conversion derivative Ownership (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. Underlying Security Securities Form: Beneficial Price of Derivative Derivative Security (Instr. 3 and 4) Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) Securities (Instr. 5) Acquired (A) or Disposed of (D) (Instr. Security Following (I) (Instr. 4) Reported Transaction(s) 3, 4 and 5) (Instr. 4)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction <del>Date</del> (Month/Day/Year)	(e.g., 3A. Deemed Execution Date, if any	., puts, calls, warrants Code V GANU(100)er Transaction of Code (Instr. Derivative			arrant: u(11))er vative urities uired or oosed 0) (Instr.	s, options,	Patis Ebbercis abdeeand 7 it Tetle and Shnaces biration Date of Securities			t 8. Price of Derivative Security	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)
				Outo				Date	Expiration	TAL	Amount or Number of				
_Employee_ Stock Option (right to buy)	\$10.21	10/31/2006		D <sup>(3)</sup>	V	(A)	( <b>D</b> ) 31,250	Exercisable	Date 01/20/2015	Title Common Stock	Shares 31,250	\$0	78,125	D	
Employee Stock Option (right to buy)	\$13.07	10/31/2006		D <sup>(4)</sup>			12,500	09/24/2004 <sup>(4)</sup>	09/24/2013	Common Stock	12,500	\$0	75,000	D	

#### Explanation of Responses:

1. 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 90,800 restricted shares of Common Stock granted by the Issuer to the reporting person on August 25, 2005, which cancellation occurred pursuant to an amended employment agreement entered into by the Issuer and the reporting person effective October 31, 2006.

2. Includes 2,314 shares of Common Stock acquired by the reporting person under the Issuer's employee stock purchase plan on May 31, 2006.

3. 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 31,250 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. Pursuant to an amended employment agreement entered into by the Issuer and the reporting person of factors and the reporting person of the grant date and an additional 6.25% at the end of each three-month period thereafter. cancelled.

4. 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 12,500 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. Pursuant to an amended employment agreement entered into by the Issuer and the reporting person effective October 31, 2006, each installment of the option scheduled to vest after June 29, 2007 has been cancelled.

#### Remarks:

The reporting owner acquired 43.551 shares of WDC common stock under the Issuer's 401(k) plan since his last filing. The reported indirect holdings are based on shares held under the 401(k) plan as reported on December 19, 2006.

By: /s/ Sandra Garcia Attorney-12/20/2006

in-Fact For: Arif Shakeel

\*\* 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.