

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 5, 1998

WESTERN DIGITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-8703

95-2647125

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

8105 Irvine Center Drive, Irvine, California

92618

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code (714) 932-5000

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events

On February 5, 1998, the registrant issued a press release announcing that the registrant intends to make a private offering of zero coupon convertible subordinated debentures.

A copy of the press release is attached as Exhibit 99.2.

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

Exhibit	Description
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99.2	Press Release Regarding Announcement of Offering of Convertible Subordinated Debentures

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 1998

WESTERN DIGITAL CORPORATION

By: /s/ MICHAEL A. CORNELIUS

Michael A. Cornelius
Vice President-Law and Administration
and Corporate Secretary

[LETTERHEAD OF WESTERN DIGITAL]

Company Contact:
Robert J. Blair
714.932.7834
bob.blair@wdc.com

News Release

FOR IMMEDIATE RELEASE
-----WESTERN DIGITAL ANNOUNCES OFFERING OF
CONVERTIBLE SUBORDINATED DEBENTURES

IRVINE, CA -- February 5, 1998 -- Western Digital Corporation (NYSE:WDC) announced today that it intends, subject to market and other conditions, to raise up to approximately \$275 million (excluding the proceeds of an over-allotment option, if any) through a private offering of zero coupon convertible subordinated debentures to certain qualified institutional investors. The Company stated that it intends to use the net proceeds of the offering for general corporate purposes, including working capital. No other terms were disclosed.

The offered securities will not be registered under the Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold in the United States absent registration under the Securities Act and applicable state securities law or available exemptions from such registration requirements. Sale of the debentures is subject to market and other conditions, and there can be no assurance that any debentures will be sold or that the net proceeds of any sale will not be lower than anticipated.

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