

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WESTERN DIGITAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

33-0956711
(I.R.S. Employer
Identification No.)

20511 Lake Forest Drive
Lake Forest, California 92630
(Address, Including Zip Code, of Principal Executive Offices)

**Western Digital Corporation
Amended and Restated 2004 Performance Incentive Plan**
(Full Title of the Plan)

Raymond M. Bukaty
Senior Vice President, Administration, General Counsel and Secretary
Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630
(949) 672-7000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

J. Jay Herron, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, California 92660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share	14,500,000 ⁽¹⁾⁽²⁾ shares	\$ 37.06 ⁽³⁾	\$537,370,000 ⁽³⁾	\$29,986 ⁽³⁾

(1) This Registration Statement covers, in addition to the number of shares of Western Digital Corporation, a Delaware corporation (the "Company" or the

“Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Western Digital Corporation Amended and Restated 2004 Performance Incentive Plan (as amended, the “2004 Plan”) as a result of one or more adjustments under the 2004 Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

- (2) Each share of Common Stock is accompanied by a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock pursuant to the Rights Agreement between the Company and American Stock Transfer and Trust Company, as Rights Agent.
- (3) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on November 9, 2009, as quoted on the New York Stock Exchange.

The Exhibit Index for this Registration Statement is at page 7.

TABLE OF CONTENTS

[PART I](#)

[PART II](#)

[Item 3. Incorporation of Certain Documents by Reference](#)

[Item 5. Interests of Named Experts and Counsel](#)

[Item 8. Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-5](#)

[EX-23.1](#)

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the 2004 Plan and consists of only those items required by General Instruction E to Form S-8.

PART I

**INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- (a) The Company’s Annual Report on Form 10-K for its fiscal year ended July 3, 2009, filed with the Commission on August 14, 2009 (Commission File No. 001-08703);
- (b) The Company’s Quarterly Report on Form 10-Q for its fiscal quarter ended October 2, 2009, filed with the Commission on October 29, 2009 (Commission File No. 001-08703);
- (c) The Company’s Current Reports on Form 8-K, filed with the Commission on November 16, 2009, October 23, 2009 and August 25, 2009 (each, Commission File No. 001-08703);
- (d) The description of the Company’s Common Stock contained in its Registration Statement on Form 8-B of Western Digital Technologies, Inc. (formerly known as Western Digital Corporation prior to its adoption of a holding company organizational structure effected pursuant to Section 251(g) of the Delaware General Corporation Law on April 6, 2001), filed with the Commission on April 3, 1986 (Commission File No. 001-08703), and any other amendment or report filed for the purpose of updating such description;
- (e) The description of the Company’s Preferred Stock Purchase Rights contained in its Registration Statement on Form 8-A12B, filed with the Commission on April 6, 2001 (Commission File No. 001-08703), and any amendment or report filed for the purpose of updating such description; and
- (f) The Company’s Registration Statements on Form S-8 relating to the 2004 Plan, filed with the Commission on November 18, 2005 (Commission File No. 333-129813) and February 2, 2005 (Commission File No. 333-122475).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein

[Table of Contents](#)

modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Raymond M. Bukaty. Mr. Bukaty is the Senior Vice President, Administration, General Counsel and Secretary of the Company and is compensated by the Company as an employee. Mr. Bukaty owns 29,952 shares of Common Stock, 37,801 restricted stock units that are payable in an equivalent number of shares of Common Stock, and Company stock options to acquire up to an additional 128,491 shares of Common Stock.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on November 16, 2009.

WESTERN DIGITAL CORPORATION

By: /s/ John F. Coyne
John F. Coyne
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John F. Coyne and Raymond M. Bukaty, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John F. Coyne</u> John F. Coyne	President and Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2009
<u>/s/ Timothy M. Leyden</u> Timothy M. Leyden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 16, 2009

Table of Contents

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph R. Carrillo</u> Joseph R. Carrillo	Vice President and Corporate Controller (Principal Accounting Officer)	November 16, 2009
<u>/s/ Thomas E. Pardun</u> Thomas E. Pardun	Chairman	November 16, 2009
<u>/s/ Peter D. Behrendt</u> Peter D. Behrendt	Director	November 16, 2009
<u>/s/ Kathleen A. Cote</u> Kathleen A. Cote	Director	November 16, 2009
<u>/s/ Henry T. DeNero</u> Henry T. DeNero	Director	November 16, 2009
<u>/s/ William L. Kimsey</u> William L. Kimsey	Director	November 16, 2009
<u>/s/ Michael D. Lambert</u> Michael D. Lambert	Director	November 16, 2009
<u>/s/ Matthew E. Massengill</u> Matthew E. Massengill	Director	November 16, 2009
<u>/s/ Roger H. Moore</u> Roger H. Moore	Director	November 16, 2009
<u>/s/ Arif Shakeel</u> Arif Shakeel	Director	November 16, 2009

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.	Western Digital Corporation Amended and Restated 2004 Performance Incentive Plan. (Filed as Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Commission on November 16, 2009 (Commission File No. 001-08703) and incorporated herein by reference.)
5.	Opinion of Counsel (opinion re: legality).
23.1	Consent of KPMG LLP (consent of independent registered public accounting firm).
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").

[Western Digital Corporation Letterhead]

November 16, 2009

Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630

Re: **Registration of Securities of Western Digital Corporation**

Ladies and Gentlemen:

In connection with the registration of up to 14,500,000 shares of Common Stock of Western Digital Corporation, a Delaware corporation (the "Company"), par value \$0.01 per share (the "Shares"), and additional rights to purchase Series A Junior Participating Preferred Stock pursuant to the Rights Agreement, dated as of April 6, 2001, between the Company and American Stock Transfer and Trust Company, as Rights Agent (the "Rights"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares and related Rights to be issued or delivered pursuant to the Western Digital Corporation Amended and Restated 2004 Performance Incentive Plan (as amended, the "2004 Plan"), you have requested my opinion set forth below.

In my capacity as counsel, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that:

(1) the Shares and related Rights have been duly authorized by all necessary corporate action on the part of the Company;

(2) when issued in accordance with such authorization, the provisions of the 2004 Plan and relevant agreements duly authorized by and in accordance with the terms of the 2004 Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the 2004 Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable; and

(3) when issued in accordance with such authorization, the provisions of the 2004 Plan and relevant agreements duly authorized by and in accordance with the terms of the 2004 Plan, the Rights that accompany such Shares will be validly issued.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ Raymond M. Bukaty

Senior Vice President, Administration,
General Counsel & Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Western Digital Corporation:

We consent to the use of our reports dated August 13, 2009, with respect to the consolidated balance sheets of Western Digital Corporation as of July 3, 2009 and June 27, 2008, and the related consolidated statements of income, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended July 3, 2009, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of July 3, 2009, incorporated herein by reference.

/s/ KPMG LLP
Irvine, California
November 16, 2009