SEC Form 4

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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 OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

| 1. Name and Addres CARRILLO J | 1 0 |) [*] | 2. Issuer Name and Ticker or Trading Symbol <u>WESTERN DIGITAL CORP</u> [WDC] | | ionship of Reporting Person all applicable) Director | (s) to Issuer 10% Owner | |
|-------------------------------|---------------|----------------|---|-----------|--|----------------------------|--|
| | | | 2 Data of Earliest Transaction (Manth/Day/Mary) | х | Officer (give title below) | Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Dringinal Accounting | Officer | |
| C/O WESTERN | DIGITAL CORPO | ORATION | 02/01/2008 | | Principal Accounting Officer | | |
| 20511 LAKE FOREST DRIVE | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi | dual or Joint/Group Filing (C | heck Applicable | |
| (Chur al) | | | | Line) | | | |
| (Street) | CA | 92630-7741 | | Х | Form filed by One Reporting | ng Person | |
| | | 32030-7741 | | | Form filed by More than O Person | ne Reporting | |
| (City) | (State) | (Zip) | | | | | |

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) | | Transaction Disposed Of (D) (Instr Code (Instr. | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
|---------------------------------|--|---|------|--|--------|--------------------------|----------|---|---|---|--|--|--|
| | | | Code | v | Amount | (A) or Price Transaction | | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | | |
| Common Stock | 02/01/2008 | | М | | 734 | A | \$2.1 | 65,163 | D | | | | |
| Common Stock | 02/01/2008 | | М | | 37,700 | A | \$4.4375 | 102,863 | D | | | | |
| Common Stock | 02/01/2008 | | S | | 38,434 | D | \$27 | 64,429 | D | | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (e.g., puls, cans, warrants, ophons, 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. Transa Code (8) | | n of | | 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 | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$2.1 | 02/01/2008 | | М | | | 734 | 09/26/2002 ⁽¹⁾ | 09/26/2011 | Common Stock | 734 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$4.4375 | 02/01/2008 | | М | | | 37,700 | 03/01/2001 ⁽²⁾ | 03/01/2010 | Common Stock | 37,700 | \$0 | 0 | D | |

Explanation of Responses:

1. The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

2. The option vested annually in four equal installments beginning on the first anniversary of the grant date.

<u>By: /s/ Sandra Garcia Attorney-</u> <u>in-Fact For: Joseph R. Carrillo</u> 02/05/2008

** 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.