

UNITED STATES
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): September 6, 2000

WESTERN DIGITAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-08703
(Commission
File Number)

95-264-7125
(IRS Employer
Identification No.)

8105 Irvine Center Drive
Irvine, California
(Address of Principal Executive Offices)

92618
(Zip Code)

Registrant's telephone number, including area code: (949) 932-5000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5. OTHER EVENTS.

On September 6 and 26, 2000, and October 6 and 11, 2000 the Registrant retired in the aggregate \$286,901,000 principal amount of its Zero Coupon Convertible Subordinated Debentures due 2018 in exchange for shares of its common stock. These exchanges were made pursuant to Section 3(a)(9) of the Securities Act, as amended. As a result of these exchanges and previous exchanges, the Registrant has retired debentures in the aggregate principal amount of \$1,022,501,000 and issued in exchange 42,087,009 shares of common stock. The total number of shares of common stock outstanding as of October 11, 2000, following these exchanges, was 168,579,525.

SIGNATURE

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

Date: October 18, 2000

WESTERN DIGITAL CORPORATION

By: /s/ MICHAEL A. CORNELIUS

Michael A. Cornelius
Vice President, Law and
Administration and Secretary