

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 Address of Reporting Person* <u>SHAKEEL ARIE</u>			2. Issuer Name and Ticker or Trading Symbol <u>WESTERN DIGITAL CORP [ WDC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2003</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>20511 LAKE FOREST DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>LAKE FOREST CA</u>		<u>92630-7741</u>					
(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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2003		M		10,000	A	\$3.85	266,649	D	
Common Stock	12/19/2003		M		3,250	A	\$2.1	269,899	D	
Common Stock	12/19/2003		M		1,875	A	\$4.8125	271,774	D	
Common Stock	12/19/2003		M		38,400	A	\$6.9375	310,174	D	
Common Stock								1,549	I	by Trust 401(K)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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				
Incentive Stock Option (right to buy)	\$2.1	12/19/2003		M			3,250	03/26/2002 <sup>(1)</sup>	09/26/2011	Common Stock	3,250	\$0	3,250	D	
Incentive Stock Option (right to buy)	\$3.85	12/19/2003		M			10,000	03/23/2003 <sup>(1)</sup>	09/23/2012	Common Stock	10,000	\$0	10,000	D	
Incentive Stock Option (right to buy)	\$4.8125	12/19/2003		M			1,875	01/27/2001 <sup>(2)</sup>	01/27/2010	Common Stock	1,875	\$0	937	D	
Incentive Stock Option (right to buy)	\$6.9375	12/19/2003		M			38,400	04/19/2000 <sup>(2)</sup>	04/19/2009	Common Stock	38,400	\$0	0	D	

Explanation of Responses:

1. Exercisable as to 25% 6 months from grant date, 25% 12 months from grant date, 25% after 24 months from grant date, and 25% 36 months from grant date
2. One year from grant date 25% of the total shares become exercisable, and 6.25% become exercisable each quarter thereafter.

By: /s/ Michael Ray For: Arif Shakeel 12/22/2003

\*\* 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.