

BUKATY RAYMOND M
Form 4
December 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUKATY RAYMOND M

2. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP
[WDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP, Admin, Gen Cnsl & Secty

(Last) (First) (Middle)
C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2006		M		25,000	A	\$ 6.5
Common Stock	11/29/2006		M		40,000	A	\$ 9.5
Common Stock	11/29/2006		M		10,000	A	\$ 10.21
Common Stock	11/29/2006		S		9,800	D	\$ 20.88
	11/29/2006		S		6,300	D	
							316,198
							309,898

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Common Stock					\$ 20.87		
Common Stock	11/29/2006	S	2,100	D	\$ 20.86	307,798	D
Common Stock	11/29/2006	S	3,200	D	\$ 20.85	304,598	D
Common Stock	11/29/2006	S	1,200	D	\$ 20.84	303,398	D
Common Stock	11/29/2006	S	7,900	D	\$ 20.83	295,498	D
Common Stock	11/29/2006	S	12,800	D	\$ 20.82	282,698	D
Common Stock	11/29/2006	S	11,200	D	\$ 20.81	271,498	D
Common Stock	11/29/2006	S	51,600	D	\$ 20.8	219,898	D
Common Stock	11/29/2006	S	16,100	D	\$ 20.79	203,798	D
Common Stock	11/29/2006	S	6,600	D	\$ 20.78	197,198	D
Common Stock	11/29/2006	S	9,900	D	\$ 20.77	187,298	D
Common Stock	11/29/2006	S	5,100	D	\$ 20.76	182,198	D
Common Stock	11/29/2006	S	200	D	\$ 20.9	181,998	D
Common Stock	11/29/2006	S	5,000	D	\$ 20.89	176,998	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)					12/17/1999 ⁽¹⁾	06/17/2009	Common Stock	25,000
		\$ 6.5		11/29/2006				
Employee Stock Option (right to buy)					02/26/2000 ⁽²⁾	02/26/2009	Common Stock	40,000
		\$ 9.5		11/29/2006				
Employee Stock Option (right to buy)					01/20/2006 ⁽³⁾	01/20/2015	Common Stock	10,000
		\$ 10.21		11/29/2006				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUKATY RAYMOND M
 C/O WESTERN DIGITAL CORPORATION
 20511 LAKE FOREST DRIVE
 LAKE FOREST, CA 92630-7741

Sr VP, Admin, Gen Cnsl & Secty

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Raymond M. Bukaty

12/01/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option vested 20% on 12/17/1999, 10% on 2/1/2000, and 10% vested each three-month period thereafter.
- (2) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (3) The option vested 25% on the first anniversary of the grant date of 1/20/2005, and an additional 6.25% vested at the end of each three-month period through 10/20/2006. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 1/20/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.