

WESTERN DIGITAL CORP  
Form 4  
May 26, 2005

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

OMB APPROVAL

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**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 \*  
COYNE JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/24/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, Worldwide Operations

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

LAKE FOREST, CA 92630-7741

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2005		M		46,375	A	\$ 2.1
Common Stock	05/24/2005		M		46,875	A	\$ 3.85
Common Stock	05/24/2005		M		15,000	A	\$ 6
Common Stock	05/24/2005		M		4,000	A	\$ 11.6875
	05/24/2005		M		18,751	A	\$ 12.84
							125,650 <sup>(1)</sup>
							172,525
							187,525
							191,525
							210,276

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Common Stock							
Common Stock	05/24/2005		M	16,000	A	\$ 12.875	226,276 D
Common Stock	05/24/2005		M	27,600	A	\$ 10.25	253,876 D
Common Stock	05/24/2005		S	124,581	D	\$ 14.5	129,295 D
Common Stock	05/24/2005		S	22,155	D	\$ 14.51	107,140 D
Common Stock	05/24/2005		S	12,516	D	\$ 14.52	94,624 D
Common Stock	05/24/2005		S	14,226	D	\$ 14.53	80,398 D
Common Stock	05/24/2005		S	15,936	D	\$ 14.54	64,462 D
Common Stock	05/24/2005		S	17,724	D	\$ 14.55	46,738 D
Common Stock	05/24/2005		S	2,022	D	\$ 14.56	44,716 D
Common Stock	05/24/2005		S	934	D	\$ 14.57	43,782 D

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

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SEC 1474  
(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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 2.1	05/24/2005		M	46,375	09/26/2002 <sup>(2)</sup>	09/26/2011	Common Stock	46,375

Option  
(right to  
buy)

Employee  
Stock

Option  
(right to  
buy)

\$ 3.85

05/24/2005

M

46,875

09/23/2003<sup>(3)</sup>

09/23/2012

Common  
Stock

46,8

Employee  
Stock

Option  
(right to  
buy)

\$ 6

05/24/2005

M

15,000

10/27/2001<sup>(4)</sup>

10/27/2010

Common  
Stock

15,0

Employee  
Stock

Option  
(right to  
buy)

\$ 10.25

05/24/2005

M

27,600

09/09/2000<sup>(5)</sup>

09/09/2008

Common  
Stock

27,6

Employee  
Stock

Option  
(right to  
buy)

\$ 11.6875

05/24/2005

M

4,000

08/11/1999<sup>(6)</sup>

08/11/2008

Common  
Stock

4,00

Employee  
Stock

Option  
(right to  
buy)

\$ 12.84

05/24/2005

M

18,751

10/24/2004<sup>(7)</sup>

10/24/2013

Common  
Stock

18,7

Employee  
Stock

Option  
(right to  
buy)

\$ 12.875

05/24/2005

M

16,000

11/17/1999<sup>(4)</sup>

11/17/2008

Common  
Stock

16,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COYNE JOHN F C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Sr. VP, Worldwide Operations	

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: John F.  
Coyne

05/26/2005

\_\_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) Includes 2,275 shares acquired under the issuer's Employee Stock Purchase Plan on January 31, 2005.
- (2) The option vested 25% one year from the grant date of 9/26/2001, and an additional 6.25% vested each three-month period through 3/26/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/26/2005.
- (3) The option vested 25% one year from the grant date of 9/23/2002, and an additional 6.25% vested each three-month period through 3/23/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/23/2006.
- (4) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (5) The option vested 10% 2 years from the grant date, 20% 3 years from the grant date, 30% 4 years from the grant date, and the final 40% 5 years from the grant date.
- (6) The option vested 25% one year from the grant date and 75% two years from the grant date.
- (7) The option vested 25% one year from the grant date of 10/24/2003, and an additional 6.25% vested each three-month period through 4/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 10/24/2007.

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