

SHAKEEL ARIF
Form 4
December 20, 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 *
SHAKEEL ARIF

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)
10/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/31/2006 | | D ⁽¹⁾ | 90,800 | D \$ 0 | 1,495,476 ⁽²⁾ | D |
| Common Stock | 12/18/2006 | | S | 500 | D \$ 20.76 | 1,494,976 | D |
| Common Stock | 12/18/2006 | | S | 19,500 | D \$ 20.75 | 1,475,476 | D |
| Common Stock | 12/18/2006 | | S | 1,100 | D \$ 20.89 | 1,474,376 | D |
| | 12/18/2006 | | S | 1,400 | D | 1,472,976 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------|
| Common Stock | | | | | \$ 20.88 | | | |
| Common Stock | 12/18/2006 | S | 3,800 | D | \$ 20.87 | 1,469,176 | D | |
| Common Stock | 12/18/2006 | S | 2,400 | D | \$ 20.86 | 1,466,776 | D | |
| Common Stock | 12/18/2006 | S | 4,300 | D | \$ 20.85 | 1,462,476 | D | |
| Common Stock | 12/19/2006 | S | 19,800 | D | \$ 20.75 | 1,442,676 | D | |
| Common Stock | 12/19/2006 | S | 200 | D | \$ 20.76 | 1,442,476 | D | |
| Common Stock | 12/19/2006 | S | 5,000 | D | \$ 20.78 | 1,437,476 | D | |
| Common Stock | 12/19/2006 | S | 5,000 | D | \$ 20.8 | 1,432,476 | D | |
| Common Stock | 12/19/2006 | S | 3,500 | D | \$ 20.82 | 1,428,976 | D | |
| Common Stock | 12/19/2006 | S | 1,500 | D | \$ 20.83 | 1,427,476 | D | |
| Common Stock | 12/19/2006 | S | 4,000 | D | \$ 20.85 | 1,423,476 | D | |
| Common Stock | 12/19/2006 | S | 1,000 | D | \$ 20.86 | 1,422,476 | D | |
| Common Stock | 12/19/2006 | S | 5,000 | D | \$ 20.9 | 1,417,476 | D | |
| Common Stock | 12/19/2006 | S | 5,000 | D | \$ 20.92 | 1,412,476 | D | |
| Common Stock | 12/19/2006 | S | 18,700 | D | \$ 20.95 | 1,393,776 | D | |
| Common Stock | 12/19/2006 | S | 1,300 | D | \$ 20.96 | 1,392,476 | D | |
| Common Stock | 12/19/2006 | S | 20,000 | D | \$ 21.07 | 1,372,476 | D | |
| Common Stock | 12/19/2006 | S | 8,900 | D | \$ 21.1 | 1,363,576 | D | |
| Common Stock | | | | | | 5,073 | I | by Trust 401(K) |

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 10.21 | 10/31/2006 | | D ⁽³⁾ | 31,250 | 01/20/2006 ⁽³⁾ 01/20/2015 | Common Stock | 31,250 |
| Employee Stock Option (right to buy) | \$ 13.07 | 10/31/2006 | | D ⁽⁴⁾ | 12,500 | 09/24/2004 ⁽⁴⁾ 09/24/2013 | Common Stock | 12,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAKEEL ARIF
C/O WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CA 92630-7741

X

CEO

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel

12/20/2006

__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) This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an award of 90,800 restricted shares of Common Stock granted by the Issuer to the reporting person on August 25, 2005, which cancellation occurred pursuant to an amended employment agreement entered into by the Issuer and the reporting person

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effective October 31, 2006.

- (2) Includes 2,314 shares of Common Stock acquired by the reporting person under the Issuer's employee stock purchase plan on May 31, 2006.

This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an option to buy 31,250 shares of common stock granted by WDC to the reporting person on January 20, 2005. The

- (3) option was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. Pursuant to an amended employment agreement entered into by the Issuer and the reporting person effective October 31, 2006, each installment of the option scheduled to vest after June 29, 2007 has been cancelled.

This transaction does not represent the sale of Common Stock nor the exercise of an option. This transaction represents the partial cancellation of an option to buy 12,500 shares of common stock granted by WDC to the reporting person on September 24, 2003. The

- (4) option was scheduled to vest 25% on the first anniversary of the grant date and an additional 6.25% at the end of each three-month period thereafter. Pursuant to an amended employment agreement entered into by the Issuer and the reporting person effective October 31, 2006, each installment of the option scheduled to vest after June 29, 2007 has been cancelled.

Remarks:

The reporting owner acquired 43,551 shares of WDC common stock under the Issuer's 401(k) plan since his last filing. The re

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