

WESTERN DIGITAL CORP  
 Form 4  
 June 05, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
**DENERO HENRY T**

(Last) (First) (Middle)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

LAKE FOREST, CA 92630-7741

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 06/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Price (A) or (D)  |  |  |
| Common Stock                    | 06/03/2008                           |  | M                              |   | 2,871 A \$ 19.09  | D  |  |
| Common Stock                    | 06/03/2008                           |  | M                              |   | 7,813 A \$ 13.76  | D  |  |
| Common Stock                    | 06/03/2008                           |  | M                              |   | 10,000 A \$ 11.61   | D  |  |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 4,884 D \$ 38.68  | D  |  |
|                                 | 06/03/2008                           |  | S                              |   | 600 D   | D  |  |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock |            |   |       |   | \$ 38.67 |        |   |
| Common Stock | 06/03/2008 | S | 600   | D | \$ 38.69 | 31,711 | D |
| Common Stock | 06/03/2008 | S | 1,000 | D | \$ 38.7  | 30,711 | D |
| Common Stock | 06/03/2008 | S | 800   | D | \$ 38.71 | 29,911 | D |
| Common Stock | 06/03/2008 | S | 1,100 | D | \$ 38.72 | 28,811 | D |
| Common Stock | 06/03/2008 | S | 800   | D | \$ 38.73 | 28,011 | D |
| Common Stock | 06/03/2008 | S | 1,700 | D | \$ 38.74 | 26,311 | D |
| Common Stock | 06/03/2008 | S | 500   | D | \$ 38.75 | 25,811 | D |
| Common Stock | 06/03/2008 | S | 2,000 | D | \$ 38.77 | 23,811 | D |
| Common Stock | 06/03/2008 | S | 2,300 | D | \$ 38.76 | 21,511 | D |
| Common Stock | 06/03/2008 | S | 1,300 | D | \$ 38.78 | 20,211 | D |
| Common Stock | 06/03/2008 | S | 300   | D | \$ 38.82 | 19,911 | D |
| Common Stock | 06/03/2008 | S | 1,700 | D | \$ 38.8  | 18,211 | D |
| Common Stock | 06/03/2008 | S | 100   | D | \$ 38.83 | 18,111 | D |
| Common Stock | 06/03/2008 | S | 1,000 | D | \$ 38.81 | 17,111 | 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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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|   | Derivative Security |      |            | or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable          | Expiration Date | Title        |
|---|---------------------|------|------------|---|-----|---------------------------|-----------------|--------------|
|   |                     | Code | V          | (A)                                     | (D) |                           |                 |              |
| Non-Qualified Stock Option (right to buy) | \$ 11.61            |      | 06/03/2008 | M                                       |     | 11/20/2004 <sup>(1)</sup> | 11/20/2013      | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.76            |      | 06/03/2008 | M                                       |     | 11/17/2006 <sup>(2)</sup> | 11/17/2015      | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.09            |      | 06/03/2008 | M                                       |     | 02/06/2008 <sup>(3)</sup> | 02/06/2017      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DENERO HENRY T<br>C/O WESTERN DIGITAL CORPORATION<br>20511 LAKE FOREST DRIVE<br>LAKE FOREST, CA 92630-7741 | X             |           |         |       |

## Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Henry T. DeNero 06/05/2008

\_\_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 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

The option vested 25% on the first anniversary of the grant date of 11/17/2005, and an additional 6.25% vested at the end of each three-month period through 5/17/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/17/2009.

(2) The option vested 25% on the first anniversary of the grant date of 2/6/2007, and an additional 6.25% vested at the end of each three-month period through 5/6/2008. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/6/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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