

SHAKEEL ARIF

Form 4

December 08, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHAKEEL ARIF**

(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)  
**12/06/2005**

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)  
**President and CEO**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/06/2005                           |                                                    | M                              |                                                                   | 5,000  | A \$ 3.85        | 1,572,462                                                                                     | D                                                        |                                   |
| Common Stock                    | 12/06/2005                           |                                                    | M                              |                                                                   | 8,000  | A \$ 13.07       | 1,580,462                                                                                     | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 4,297                                                                                         | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy)       | \$ 3.85                                                | 12/06/2005                           |                                                    | M                              | 5,000                                                                                   | 03/23/2003 <sup>(1)</sup> 09/23/2012                     | Common Stock                                                  | 5,000                      |
| Employee Stock Option (right to buy)       | \$ 13.07                                               | 12/06/2005                           |                                                    | M                              | 8,000                                                                                   | 09/24/2004 <sup>(2)</sup> 09/24/2013                     | Common Stock                                                  | 8,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                   |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                          | Director      | 10% Owner | Officer           | Other |
| SHAKEEL ARIF<br>C/O WESTERN DIGITAL CORPORATION<br>20511 LAKE FOREST DRIVE<br>LAKE FOREST, CA 92630-7741 | X             |           | President and CEO |       |

## Signatures

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

12/08/2005

\_\_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) The option vested 25% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.

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- (2) The option vested 25% one year from the grant date of 9/24/2003, and an additional 6.25% vested each three-month period through 9/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/24/2007.

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.