

As filed with the Securities and Exchange Commission on March 6, 1995
Registration Statement No. 33-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
Registration Statement
Under the Securities Act of 1933

WESTERN DIGITAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

95-2647125
(I.R.S. Employer
Identification Number)

8105 Irvine Center Drive, Irvine, California
(Address of principal executive offices)

92718
(Zip Code)

WESTERN DIGITAL CORPORATION
EMPLOYEE STOCK OPTION PLAN
(Full title of the Plan)

Michael A. Cornelius
8105 Irvine Center Drive
Irvine, California 92718
(Name and address of agent for service)

(714) 932-5000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$.10 par value (3)	2,250,000 shares (4)(5)	\$14.00	\$31,500,000	\$10,862.07

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457, based upon the average of the high (14.75) and low (13.25) sale prices of the Company's Common Stock on the New York Stock Exchange on February 27, 1995.

(2) Based on the average of the high and low sale prices of the Company's Common Stock on the New York Stock Exchange on February 27, 1995 (see footnote (1) above).

(3) This Registration Statement includes associated stock purchase rights under the Rights Agreement dated as of December 1, 1988 between the Registrant and First Interstate Bank, Ltd., as Rights Agent, as amended by Amendment No. 1 to the Rights Agreement dated August 10, 1990.

(4) This amount represents an increase in the number of shares authorized for issuance under the Company's Employee Stock Option Plan.

(5) There is also being registered hereunder such additional undetermined number of shares of Common Stock which may be issued as a result of anti-dilutive adjustments pursuant to the Employee Stock Option Plan.

STATEMENT PURSUANT TO RULE 429

Documents constituting those portions of the Section 10(a) Prospectus which are to be delivered to optionees under the Employee Stock Option Plan, which documents are not required to be filed with this Registration Statement, include information required to be provided to optionees under other of the Company's stock option plans which are registered under the following Registration Statements:

No.	Date of Filing
2-76179	February 23, 1982
2-97365	April 29, 1985
33-9853	January 15, 1987
33-24585	September 28, 1988
33-33365	February 6, 1990

INTRODUCTION

This Registration Statement relates to additional shares of Common Stock of Western Digital Corporation, a Delaware Corporation, (the "Company") authorized for issuance under the Company's Employee Stock Option Plan (the "Plan") and consists of only those items required by General Instruction E to Form S-8.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Pursuant to the instructions to Form S-8, Part I (Information Required in the Section 10(a) Prospectus) is not filed as part of this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 33-60166), filed March 29, 1993, are incorporated by this reference into this Registration Statement.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference, modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Pursuant to General Instruction E, only those opinions and consents required by Item 8 are provided, as follows.

Exhibit No. -----	Description -----
5.1	Opinion of Counsel
23.1	Consent of KPMG Peat Marwick LLP
24.1	Power of Attorney (contained on signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 31st day of January, 1995.

WESTERN DIGITAL CORPORATION

By: /s/ CHARLES A. HAGGERTY

 Charles A. Haggerty
 Chairman of the Board,
 President and Chief
 Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Charles A. Haggerty and D. Scott Mercer, jointly and severally, his or her agents and attorneys in fact, each with the power of substitution, for him or her in any and all capacities, to sign this Registration Statement and any amendments to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said agents and attorneys in fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ CHARLES A. HAGGERTY ----- Charles A. Haggerty	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	January 31, 1995

Signature -----	Title -----	Date -----
/s/ D. SCOTT MERCER ----- D. Scott Mercer	Executive Vice President, Chief Financial and Administrative Officer (Principal Financial and Accounting Officer)	January 31, 1995
/s/ GEORGE L. BRAGG ----- George L. Bragg	Director	January 31, 1995
/s/ I. M. BOOTH ----- I. M. Booth	Director	January 31, 1995
/s/ ANDRE R. HORN ----- Andre R. Horn	Director	January 31, 1995
/s/ IRWIN FEDERMAN ----- Irwin Federman	Director	January 31, 1995
/s/ ANNE O. KRUEGER ----- Anne O. Krueger	Director	January 31, 1995
/s/ STEPHEN B. SCHWARTZ ----- Stephen B. Schwartz	Director	January 31, 1995
/s/ THOMAS E. PARDUN ----- Thomas E. Pardun	Director	January 31, 1995
/s/ JAMES A. ABRAHAMSON ----- James A. Abrahamson	Director	January 31, 1995
/s/ PETER D. BEHRENDT ----- Peter D. Behrendt	Director	January 31, 1995

Index to Exhibits

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[CHARLES S. FIEDLER LETTERHEAD]

February 1, 1995
95-032

Western Digital Corporation
8105 Irvine Center Drive
Irvine, CA 92718

Re: Registration Statement on Form S-8

Gentlemen:

I have acted as your counsel in connection with your registration under the Securities Act of 1933, as amended, of 2,250,000 additional shares of common stock ("Common Stock") of Western Digital Corporation, a Delaware corporation (the "Company"), pursuant to a registration statement on Form S-8 (the "Registration Statement"), which shares of Common Stock have been reserved for issuance under the Company's Employee Stock Option Plan (the "Plan").

In rendering this opinion, I have made such inquiries and examined originals or copies, certified or otherwise identified to me, of such records, agreements, certificates of corporate and public officials and such other instruments and documents, and considered such matters of law and fact, as I have considered appropriate for purposes of this opinion. For the purposes of my examination, I have assumed the genuineness of all signatures on original documents, the authenticity of all documents submitted to me as originals, the conformity to original documents of all copies submitted to me, the legal authorization and proper execution of such documents, and the correctness of all facts set forth therein.

On the basis of the foregoing examinations and assumptions, and in reliance thereon, it is my opinion that the shares of Common Stock reserved for issuance under the Plan, when issued and sold upon the exercise of options granted under the Plan and paid for in cash or

Western Digital Corporation
February 1, 1995
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with Company securities pursuant to the Plan, will be legally issued, fully paid and nonassessable.

This opinion is limited to the present law of the State of Delaware, to the current federal laws of the United States and to current judicial interpretations thereof, and to the facts as they presently exist. No opinion is expressed as to the effect of the laws of any other jurisdiction or as to matters of conflict or choice of law. I undertake no obligation to advise you as a result of developments occurring after the date hereof or as a result of facts or circumstances brought to my attention after the date hereof.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement.

Very truly yours,

Charles S. Fiedler

CSF:ja:WD\OPINION

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Western Digital Corporation:

We consent to the incorporation by reference in the Registration Statement on Form S-8 of the Western Digital Corporation Employee Stock Option Plan of our report dated July 19, 1994, relating to the consolidated balance sheets of Western Digital Corporation as of June 30, 1994 and 1993, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the years in the three-year period ended June 30, 1994, which report appears in the June 30, 1994 Annual Report on Form 10-K of Western Digital Corporation.

KPMG PEAT MARWICK LLP

Orange County, California
March 1, 1995