SEC Form 4

П

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

1. Name and Addres	1 8	n*	2. Issuer Name and Ticker or Trading Symbol WESTERN DIGITAL CORP [WDC]		ionship of Reporting Pers all applicable)	on(s) to Issuer						
<u>COTE KATHLEEN A</u>			t	X	Director	10% Owner						
				-	Officer (give title	Other (specify						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2004		below)	below)						
C/O WESTERN	DIGITAL CORP	ORATION	11/10/2004									
20511 LAKE FC	REST DRIVE											
20511 LARE FOREST DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)	nendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Line)								
(Street)				X	Form filed by One Repo	orting Person						
LAKE FOREST	CA	92630-7741			Form filed by More than Person	One Reporting						
(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

 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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$9.21	11/18/2004		A		10,000		11/18/2005 ⁽¹⁾	11/18/2014	Common Stock	10,000	\$0	10,000	D	

Explanation of Responses:

1. Options vest 25% of the total shares granted on the first anniversary of the grant date and 6.25% vesting at the end of each three-month period thereafter.

By: /s/ Sandra Garcia Attorney-11/22/2004

Date

in-Fact For: Kathleen A. Cote

** Signature of Reporting Person

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.