

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <b>MASSENGILL MATTHEW E</b>  (Last) (First) (Middle) <b>C/O WESTERN DIGITAL CORPORATION</b> <b>20511 LAKE FOREST DRIVE</b>  (Street) <b>LAKE FOREST CA 92630-7741</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WESTERN DIGITAL CORP [ WDC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/02/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/02/2004		M		250,000	A	\$2.1	723,106	D	
Common Stock	12/02/2004		M		206,250	A	\$3.85	929,356	D	
Common Stock	12/02/2004		M		225,229	A	\$4.5625	1,154,585	D	
Common Stock	12/02/2004		S		929	D	\$10.32	1,153,656	D	
Common Stock	12/02/2004		S		11,613	D	\$10.33	1,142,043	D	
Common Stock	12/02/2004		S		54,443	D	\$10.34	1,087,600	D	
Common Stock	12/02/2004		S		7,525	D	\$10.41	1,080,075	D	
Common Stock	12/02/2004		S		132,577	D	\$10.4	947,498	D	
Common Stock	12/02/2004		S		23,691	D	\$10.38	923,807	D	
Common Stock	12/02/2004		S		20,254	D	\$10.37	903,553	D	
Common Stock	12/02/2004		S		111,766	D	\$10.39	791,787	D	
Common Stock	12/02/2004		S		131,091	D	\$10.35	660,696	D	
Common Stock	12/02/2004		S		108,143	D	\$10.36	552,553	D	
Common Stock	12/02/2004		S		12,449	D	\$10.31	540,104	D	
Common Stock	12/02/2004		S		200,348	D	\$10.3	339,756	D	
Common Stock								4,008	I	by Trust 401(K)

**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 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
Employee Stock Option (right to buy)	\$2.1	12/02/2004		M			250,000	03/26/2002 <sup>(1)</sup>	09/26/2011	Common Stock	250,000	\$0	0	D	
Employee Stock Option (right to buy)	\$3.85	12/02/2004		M			206,250	03/23/2003 <sup>(2)</sup>	09/23/2012	Common Stock	206,250	\$0	100,000	D	
Employee Stock Option (right to buy)	\$4.5625	12/02/2004		M			225,229	01/12/2001 <sup>(3)</sup>	01/12/2010	Common Stock	225,229	\$0	18,521	D	

**Explanation of Responses:**

1. The option vested 25% 6 months from the grant date of 9/26/2001, and the remaining 75% vested in three equal installments on September 26, 2002, 2003 and 2004.
2. The option vested 25% 6 months from the grant date of 9/23/2002, 50% vested in two equal installments on September 23, 2003 and 2004, and the final 25% will vest on September 23, 2005.
3. The option vested 25% 12 months from the grant date of 1/12/2000 and 6.25% at the end of each three-month period thereafter.

By: /s/ Sandra Garcia Attorney-  
in-Fact For: Matthew E. Massengill      12/06/2004

\*\* Signature of Reporting Person      Date

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.

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