

=====
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
-----

FORM 11-K

[X] Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934 [Fee Required]

For the fiscal year ended June 30, 1996

OR

[ ] Transition Report pursuant to Section 15(d) of the Securities Exchange Act of 1934 [No Fee Required]

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number 1-8703

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

WESTERN DIGITAL CORPORATION
8105 Irvine Center Drive
Irvine, California 92618

## INTRODUCTION

Western Digital Corporation (the "Company") has established the Western Digital Corporation Savings and Profit Sharing Plan (the "Plan"). The Plan is a cash or deferred arrangement plan intended to qualify under Section 401(k) of the Internal Revenue Code of 1986, as amended.

## REQUIRED INFORMATION

## I. Financial Statements:

These statements are listed in the Index to the Financial Statements.

## II. Exhibits:

Consent of Independent Auditors.

## SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned, hereunto duly authorized.

WESTERN DIGITAL CORPORATION  
SAVINGS AND PROFIT SHARING PLAN

Date: December 23, 1996  
-----

By: /s/ DUSTON M. WILLIAMS  
-----

Duston M. Williams  
Chairman of the Retirement  
Plan Committee

WESTERN DIGITAL CORPORATION  
SAVINGS AND PROFIT SHARING PLAN

## INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

	Page
	----
Independent Auditors' Report.....	5
Statements of Net Assets Available for Plan Benefits as of June 30, 1996 and 1995.....	6
Statements of Changes in Net Assets Available for Plan Benefits for the years ended June 30, 1996 and 1995.....	7
Notes to Financial Statements.....	8-17
Schedule I -- Item 27a -- Schedule of Assets Held for Investment Purposes.....	18
Schedule II -- Item 27d -- Schedule of Reportable Transactions.....	19

Schedules of Prohibited Transactions, Obligations in Default and Leases in Default are not included herein because there were no such transactions during the period.

## INDEPENDENT AUDITORS' REPORT

Retirement Plan Committee  
Western Digital Corporation Savings and Profit Sharing Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Western Digital Corporation Savings and Profit Sharing Plan (the "Plan") as of June 30, 1996 and 1995 and the related statements of changes in net assets available for plan benefits for the years then ended, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Western Digital Corporation Savings and Profit Sharing Plan as of June 30, 1996 and 1995, and the changes in net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedules of Assets Held for Investment Purposes and Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG PEAT MARWICK LLP

Orange County, California  
November 27, 1996

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

(IN THOUSANDS)

	June 30,	
	1996	1995
	-----	-----
Assets		
Investments, at current value: (Notes 1, 2, 4 and 5)		
Debt and equity securities .....	\$83,530	\$58,290
Participant loans .....	3,898	2,684
	-----	-----
Total investments .....	87,428	60,974
Cash and cash equivalents .....	17	--
Receivables (Notes 2 and 3)		
Participants' contributions .....	497	1,214
Employer's contribution .....	167	390
Employer's profit sharing contribution .....	4,552	5,810
	-----	-----
Total assets .....	\$92,661	\$68,388
	=====	=====
Net assets available for Plan benefits:		
Available to terminated participants .....	\$23,113	\$ 7,367
Available to continuing participants .....	69,548	61,021
	-----	-----
Net assets available for Plan benefits .....	\$92,661	\$68,388
	=====	=====

The accompanying notes are an integral part of these financial statements.

WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

(IN THOUSANDS)

	Year ended June 30,	
	1996	1995
Additions to net assets:		
Participants' contributions .....	\$10,447	\$ 8,197
Employer's contributions .....	2,460	2,263
Employer's profit sharing contributions .....	4,552	5,810
Interest and dividend income .....	7,689	1,800
Realized/unrealized gain .....	4,269	7,396
	-----	-----
Total additions .....	29,417	25,466
Deductions from net assets:		
Participant distributions paid .....	5,144	3,123
	-----	-----
Increase in net assets available for Plan benefits .....	24,273	22,343
Net assets available for Plan benefits at beginning of year .....	68,388	46,045
	-----	-----
Net assets available for Plan benefits at end of year .....	\$92,661	\$68,388
	=====	=====

The accompanying notes are an integral part of these financial statements.

## NOTES TO FINANCIAL STATEMENTS

## (1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Basis of Presentation

The accompanying financial statements of the Western Digital Corporation Savings and Profit Sharing Plan (the "Plan") have been prepared on an accrual basis of accounting and present the net assets available for Plan benefits as of June 30, 1996 and 1995 and changes in net assets available for Plan benefits for the years ended June 30, 1996 and 1995.

## Valuation of Investments

Investments in marketable securities and common stock traded on national security exchanges are valued at current market values, determined through reference to public market information on the last business day of the Plan's fiscal year. Securities not traded on the last business day are valued at the last reported bid price. At June 30, 1996 and 1995, the Plan held investments in mutual funds, which are reported at fair market value. Cash and cash equivalents are valued at cost plus accrued interest which approximates market. Participant loans are carried at their contract value which approximates fair market value.

## Income Tax Status

The Internal Revenue Service ("IRS") is currently reviewing the Plan's application for a determination letter. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, it believes that the Plan was qualified and the trust was tax-exempt as of June 30, 1996.

## (2) DESCRIPTION OF THE PLAN

## General

The Plan is a defined contribution plan as defined by the Employee Retirement Income Security Act of 1974. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

## Contributions

All U.S. based employees of the Company are eligible to participate in the Plan and to receive employer matching contributions. Eligible employees may elect to contribute up to 14% of their compensation on a pretax basis and 9% of their compensation on an after tax basis (with an aggregate limit of 14%) for investment in eleven funds, provided that contributions do not exceed IRS limitations. The Company may make contributions equal to 50% of pretax participant contributions to the Plan, which are limited to 5% of the participant's compensation. The Company may also make additional contributions at its discretion. The Company may suspend matching contributions when it does not have sufficient net profits to make the applicable matching contribution. Contributions to the Plan are recorded as soon as administratively possible after the Company makes payroll deductions from Plan participants.

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

## Investments

Participants designate their contributions, and those made by the Company, for investment in any or all of the following funds:

Fund ----	Investment Strategy -----
Puritan Fund	The Puritan Fund purchases shares in the Fidelity Puritan Mutual Fund, which invests primarily in common stock, preferred stock and bonds of corporations with an emphasis on growth.
Disciplined Equity Fund	The Disciplined Equity Fund purchases shares in the Fidelity Disciplined Equity Mutual Fund, which invests primarily in domestic common stocks that are considered undervalued compared to industry norms.
Blue Chip Fund	The Blue Chip Fund purchases shares in the Fidelity Blue Chip Mutual Fund, which invests primarily in common stock of well-known and established companies.
Magellan Fund	The Magellan Fund purchases shares in the Fidelity Magellan Mutual Fund, which invests primarily in common stock and securities convertible into common stock of corporations with an emphasis on capital appreciation.
Stable Value Fund	The Stable Value Fund purchases shares in the T. Rowe Price Stable Value Mutual Fund, which invests primarily in guaranteed investment contracts ("GICs"), bank investment contracts ("BICs") and structured investment contracts ("SICs").
Western Digital Common Stock Fund	The Western Digital Common Stock Fund invests in the Company's common stock.
International Stock Fund	The International Stock Fund purchases shares in the T. Rowe Price International Stock Mutual Fund, which invests primarily in common stock of well-established, non-U.S. corporations.
Small-Cap Value Fund	The Small-Cap Value Fund purchases shares in the T. Rowe Price Small-Cap Value Mutual Fund, which invests primarily in common stock of corporations with a market value of \$500 million or less that appear undervalued compared to industry norms.
Science & Technology Fund	The Science and Technology Fund purchases shares in the T. Rowe Price Science and Technology Mutual Fund, which invests primarily in common stock of companies expected to benefit from the development, advancement, and use of science and technology.

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## Notes to Financial Statements

(continued)

Fund -----	Investment Strategy -----
Equity Income Fund	The Equity Income Fund purchases shares in the T. Rowe Price Equity Income Mutual Fund, which invests primarily in dividend-paying common stock, particularly of established companies with favorable prospects for both increasing dividends and capital appreciation.
Spectrum Income Fund	The Spectrum Income Fund purchases shares in the T. Rowe Price Spectrum Income Mutual Fund, which invests primarily in a diversified group of T. Rowe Price mutual funds which, in turn, invest principally in fixed income securities.

As of June 30, 1996, all of the Plan's assets were invested in mutual funds, Western Digital common stock, cash and cash equivalents or participant loans. Participants may transfer all or a portion of the balance in their accounts between investment funds on a daily basis.

## Change in Trustee

On June 1, 1995, T. Rowe Price Trust Company ("TRP") replaced First Interstate Bank ("FIB") as trustee of the Plan's assets and all of the Plan's assets were transferred to TRP. On the same day, the Fixed Interest Fund was closed and all of the Fund's assets were transferred to the Stable Value Fund. In addition, seven new mutual fund options were offered by the Plan, increasing the participants' investment options to eleven. No interfund transfers were allowed from June 1, 1995 through July 5, 1995. Employee and employer contributions for the month of June and employer profit sharing contributions were received by TRP after July 5, 1995 and were invested in any or all of the eleven remaining investment options in accordance with the participants' elections. These amounts are reflected as receivables in the statement of net assets available for Plan benefits at June 30, 1995.

## Participant Loans

Loans can be made to a participant up to an amount equal to the lesser of \$50,000 or 50% of a participant's vested account balance. The loans bear interest at 1% above the current prime rate published by T. Rowe Price Trust Company and are generally payable in installments over periods ranging from one to five years, unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to ten years. Principal and interest payments are allocated to the participants' accounts in the same manner as their current contributions. The Plan allows participants to have no more than two active loans at a time. The annual interest rate charged on employee loans during 1996 ranged from 7% to 10%.

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

## Participant Accounts

A separate account is maintained for each participant in each designated fund. Each account is adjusted for contributions and net investment income or loss on a daily basis. Net investment income or loss is allocated to the accounts in the same proportion as the participant's beginning account balance invested in the fund (as defined in the Plan) bears to the total of all participants' beginning account balances invested in the fund.

## Payment of Benefits

Upon termination, participants may receive a lump-sum payment in cash and/or shares of the Company's common stock. The nonvested portion of terminated participants' accounts is forfeited subject to a five-year reinstatement period. Forfeitures are allocated annually to remaining participants in the same ratio as each participant's compensation for the plan year bears to the total compensation for the plan year of all participants eligible to share in the allocation.

Certain restrictions apply to withdrawals of amounts from the Plan while a participant continues to be employed by the Company.

## Vesting

Participants are at all times one hundred percent vested in the value of their voluntary contributions. A participant is fully vested in the Company's matching contributions and earnings thereon after five years of service (as defined in the Plan), or upon retirement (at normal retirement age), permanent disability or death. For information concerning the vesting of employer profit sharing contributions, see Note 3. The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of Plan termination, participants will become fully vested in their accounts.

## Administration of the Plan

The Retirement Plan Committee (the "Committee"), appointed by the Board of Directors and consisting of at least three members, has the authority to control and manage the operation and administration of the Plan. The assets of the Plan are held in a non-discretionary trust by T. Rowe Price Trust Company as trustee and are administered under a trust agreement which requires that the trustee hold, administer and distribute the funds of the Plan in accordance with the text of the Plan and the instructions of the Committee or its designees. The compensation or fees of accountants, counsel and other specialists and any other costs of administering the Plan or the trust are paid by the Company or charged to the trust at the discretion of the Company.

## (3) PROFIT SHARING FEATURE

The Company adopted an annual profit sharing feature effective beginning with the Company's 1992 fiscal year. All eligible domestic employees of the Company who are employed on the last day of the Company's fiscal year are eligible to participate in the profit sharing. The amount of profit sharing paid to participants is dependent upon their eligible compensation earned during the fiscal year. A portion of each eligible participant's allocation of the Company's profit sharing contribution is deposited into an individual profit sharing account established under the Plan (4.7% and 6% of eligible fiscal year compensation in 1996 and 1995, respectively) and the excess allocable to such participant, if any, is paid as a fiscal year-end cash bonus. Beginning on June 1, 1995, participants became one hundred percent vested in their profit sharing accounts. Prior to June 1, 1995, a participant became fully vested in the Company's profit sharing contributions and earnings thereon after five years of service (as defined in the Plan), or upon

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

retirement (at normal retirement age), permanent disability or death. Benefits are generally payable following retirement, disability, death, hardship or termination of employment.

During 1996 and 1995, the Company authorized 6.5% and 8%, respectively, of defined pre-tax profits to be allocated to the participants. In 1996 and 1995, the Company contributed \$4,552,101 and \$5,810,379, respectively, as profit sharing to the Plan.

## (4) INVESTMENTS

The Plan's investments consist of the following at June 30, 1996 (in thousands):

	Shares Held -----	Cost -----	Current Value -----
Puritan Fund:			
Fidelity Puritan Mutual Fund.....	759	\$12,432	\$13,421
Disciplined Equity Fund:			
T. Rowe Price Disciplined Equity Mutual Fund.....	34	752	754
Blue Chip Fund:			
Fidelity Blue Chip Mutual Fund.....	69	2,192	2,227
Magellan Fund:			
Fidelity Magellan Mutual Fund.....	306	24,237	22,910
Stable Value Fund:			
T. Rowe Price Stable Value Mutual Fund.....	18,788	18,788	18,788
Western Digital Common Stock Fund.....	478	6,359	12,484
International Stock Fund:			
T. Rowe Price International Stock Mutual Fund.....	99	1,245	1,324
Small-Cap Value Fund:			
T. Rowe Price Small-Cap Value Mutual Fund.....	110	1,909	2,040
Science & Technology Fund:			
T. Rowe Price Science & Technology Mutual Fund.....	192	5,969	5,907
Equity Income Fund:			
T. Rowe Price Equity Income Mutual Fund.....	151	2,966	3,190
Spectrum Income Fund:			
T. Rowe Price Spectrum Income Mutual Fund.....	44	488	485
Western Digital Participant Loans.....	--	3,898	3,898
		-----	-----
		\$81,235	\$87,428
		=====	=====

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

The Plan's investments consist of the following at June 30, 1995 (in thousands):

	Shares Held -----	Cost -----	Current Value -----
Puritan Fund:			
Fidelity Puritan Mutual Fund.....	716	\$11,006	\$11,570
Magellan Fund:			
Fidelity Magellan Mutual Fund.....	238	16,065	19,878
Stable Value Fund:			
T. Rowe Price Stable Value Mutual Fund.....	18,109	18,109	18,109
Western Digital Common Stock Fund.....	499	4,417	8,733
Western Digital Participant Loans.....	--	2,684	2,684
		-----	-----
		\$52,281	\$60,974
		=====	=====

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

## (5) NET ASSETS AND CHANGES IN NET ASSETS BY FUND

The net assets at June 30, 1996 and 1995 and changes in net assets for the years ended June 30, 1996 and 1995, allocated to the separate investment funds are shown below.

Net assets available for Plan benefits by fund (in thousands):

	June 30, 1996						
	Puritan Fund	Disciplined Equity Fund	Blue Chip Fund	Magellan Fund	Stable Value Fund	Western Digital Common Stock Fund	International Stock Fund
<b>Assets</b>							
Investments, at current value....	\$ 13,421	\$ 754	\$ 2,227	\$ 22,910	\$ 18,788	\$ 12,484	\$ 1,324
Cash and cash equivalents.....	--	--	2	--	2	--	7
Receivables							
Participants' contributions.....	78	7	29	119	93	43	14
Employer's contribution.....	27	2	9	40	33	15	5
Employer's profit sharing contribution.....	611	51	190	921	1,434	424	93
	14,137	814	2,457	23,990	20,350	12,966	1,443
Interfund receivable(payable)....	(14)	(1)	(4)	(21)	71	(9)	(3)
Net assets available for Plan benefits.....	\$ 14,123	\$ 813	\$ 2,453	\$ 23,969	\$ 20,421	\$ 12,957	\$ 1,440

	June 30, 1996 (continued)					
	Small-Cap Value Fund	Science & Technology Fund	Equity Income Fund	Spectrum Income Fund	Participant Loans	Total Plan
<b>Assets</b>						
Investments, at current value....	\$ 2,040	\$ 5,907	\$ 3,190	\$ 485	\$ 3,898	\$87,428
Cash and cash equivalents.....	--	6	--	--	--	17
Receivables						
Participants' contributions.....	19	61	26	8	--	497
Employer's contribution.....	6	19	8	3	--	167
Employer's profit sharing contribution.....	141	429	190	68	--	4,552
	2,206	6,422	3,414	564	3,898	92,661
Interfund receivable(payable)....	(4)	(10)	(4)	(1)	--	--
Net assets available for Plan benefits.....	\$ 2,202	\$ 6,412	\$ 3,410	\$ 563	\$ 3,898	\$92,661

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

Net assets available for Plan benefits by fund (in thousands):

	June 30, 1995						
	Puritan Fund	Disciplined Equity Fund	Blue Chip Fund	Magellan Fund	Stable Value Fund	Western Digital Common Stock Fund	International Stock Fund
Assets							
Investments, at current value.....	\$ 11,570	\$ --	\$ --	\$ 19,878	\$ 18,109	\$ 8,733	\$ --
Receivables							
Participants' contributions.....	277	3	18	380	345	114	6
Employer's contribution.....	90	1	5	119	113	39	2
Employer's profit sharing contribution.....	1,072	16	75	1,481	2,266	554	29
	13,009	20	98	21,858	20,833	9,440	37
Interfund receivable(payable).....	(6)	1	3	(19)	4	5	1
Net assets available for Plan benefits.....	\$ 13,003	\$ 21	\$ 101	\$ 21,839	\$ 20,837	\$ 9,445	\$ 38

	June 30, 1996 (continued)					
	Small-Cap Value Fund	Science & Technology Fund	Equity Income Fund	Spectrum Income Fund	Participant Loans	Total Plan
Assets						
Investments, at current value.....	\$ --	\$ --	\$ --	\$ --	\$ 2,684	\$60,974
Receivables						
Participants' contributions.....	7	42	15	7	--	1,214
Employer's contribution.....	2	12	5	2	--	390
Employer's profit sharing contribution.....	36	176	68	37	--	5,810
	45	230	88	46	2,684	68,388
Interfund receivable(payable).....	1	7	2	1	--	--
Net assets available for Plan benefits.....	\$ 46	\$ 237	\$ 90	\$ 47	\$ 2,684	\$68,388

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

Changes in net assets available for Plan benefits by fund (in thousands):

	Year ended June 30, 1996						
	Puritan Fund	Disciplined Equity Fund	Blue Chip Fund	Magellan Fund	Stable Value Fund	Western Digital Common Stock Fund	International Stock Fund
Additions to net assets:							
Participants' contributions.....	\$ 1,494	\$ 255	\$ 541	\$ 2,488	\$ 2,465	\$ 788	\$ 197
Employer's contributions.....	413	32	103	644	593	233	41
Employer's profit sharing contribution.....	611	51	190	921	1,434	424	93
Interest and dividend income.....	721	45	94	4,826	1,104	(3)	16
Realized/unrealized gain (loss).....	1,127	(1)	31	(2,319)	--	4,987	82
Total additions.....	4,366	382	959	6,560	5,596	6,429	429
Deductions from net assets:							
Participant distributions paid.....	835	19	39	1,641	2,335	853	70
Net forfeitures transferred out (in).....	6	2	4	(3)	(51)	14	4
Total deductions.....	841	21	43	1,638	2,284	867	74
Net interfund transfers.....	(2,405)	431	1,436	(2,792)	(3,728)	(2,050)	1,047
Increase (decrease) in net assets available for Plan benefits.....	1,120	792	2,352	2,130	(416)	3,512	1,402
Net assets available for Plan benefits at:							
Beginning of year.....	13,003	21	101	21,839	20,837	9,445	38
End of year.....	\$ 14,123	\$ 813	\$ 2,453	\$ 23,969	\$ 20,421	\$ 12,957	\$ 1,440

	Year ended June 30, 1996 (continued)					Total Plan
	Small-Cap Value Fund	Science & Technology Fund	Equity Income Fund	Spectrum Income Fund	Participant Loans	
Additions to net assets:						
Participants' contributions.....	\$ 315	\$ 1,104	\$ 573	\$ 227	\$ --	\$10,447
Employer's contributions.....	53	222	88	38	--	2,460
Employer's profit sharing contribution.....	141	429	190	68	--	4,552
Interest and dividend income.....	37	418	116	25	290	7,689
Realized/unrealized gain (loss).....	145	(24)	243	(2)	--	4,269
Total additions.....	691	2,149	1,210	356	290	29,417
Deductions from net assets:						
Participant distributions paid.....	32	149	80	15	(924)	5,144
Net forfeitures transferred out (in).....	5	12	6	1	--	--
Total deductions.....	37	161	86	16	(924)	5,144
Net interfund transfers.....	1,502	4,187	2,196	176	--	--
Increase (decrease) in net assets available for Plan benefits.....	2,156	6,175	3,320	516	1,214	24,273
Net assets available for Plan benefits at:						
Beginning of year.....	46	237	90	47	2,684	68,388
End of year.....	\$ 2,202	\$ 6,412	\$ 3,410	\$ 563	\$ 3,898	\$92,661

## NOTES TO FINANCIAL STATEMENTS

(CONTINUED)

Changes in net assets available for Plan benefits by fund (in thousands):

	Year ended June 30, 1995							
	Puritan Fund	Disciplined Equity Fund	Blue Chip Fund	Magellan Fund	Fixed Interest Fund	Stable Value Fund	Western Digital Common Stock Fund	International Stock Fund
Additions to net assets:								
Participants' contributions.....	\$ 2,064	\$ 3	\$ 18	\$ 2,655	\$ 2,098	\$ 371	\$ 849	\$ 6
Employer's contributions.....	568	1	5	725	577	113	239	2
Employer's profit sharing contribution.....	1,072	16	75	1,481	--	2,266	554	29
Interest and dividend income.....	669	--	--	77	817	90	3	--
Realized/unrealized gain.....	515	--	--	4,441	--	--	2,371	--
Total additions.....	4,888	20	98	9,379	3,492	2,840	4,016	37
Deductions from net assets:								
Participant distributions paid.....	502	--	--	827	1,116	3	594	--
Net forfeitures transferred out (in).....	6	(1)	(3)	19	--	(4)	(5)	(1)
Total deductions.....	508	(1)	(3)	846	1,116	(1)	589	(1)
Net interfund transfers.....	(891)	--	--	(1,278)	(14,891)	17,996	(276)	--
Increase (decrease) in net assets available for Plan benefits.....	3,489	21	101	7,255	(12,515)	20,837	3,151	38
Net assets available for Plan benefits at:								
Beginning of year.....	9,514	--	--	14,584	12,515	--	6,294	--
End of year.....	\$13,003	\$ 21	\$ 101	\$ 21,839	\$ --	\$20,837	\$ 9,445	\$ 38

	Year ended June 30, 1995 (continued)								
	Small-Cap Value Fund	Science & Technology Fund	Equity Income Fund	Spectrum Income Fund	Western Digital Bond Fund	Participant Loans	Main Fund	Total Plan	
Additions to net assets:									
Participants' contributions.....	\$ 7	\$ 42	\$ 15	\$ 7	\$ 62	\$ --	\$ --	\$ 8,197	
Employer's contributions.....	2	12	5	2	12	--	--	2,263	
Employer's profit sharing contribution.....	36	176	68	37	--	--	--	5,810	
Interest and dividend income.....	--	--	--	--	37	131	(24)	1,800	
Realized/unrealized gain.....	--	--	--	--	69	--	--	7,396	
Total additions.....	45	230	88	46	180	131	(24)	25,466	
Deductions from net assets:									
Participant distributions paid.....	--	--	--	--	51	26	4	3,123	
Net forfeitures transferred out (in).....	(1)	(7)	(2)	(1)	--	--	--	--	
Total deductions.....	(1)	(7)	(2)	(1)	51	26	4	3,123	
Net interfund transfers.....	--	--	--	--	(1,162)	515	(13)	--	
Increase (decrease) in net assets available for Plan benefits.....	46	237	90	47	(1,033)	620	(41)	22,343	
Net assets available for Plan benefits at:									
Beginning of year.....	--	--	--	--	1,033	2,064	41	46,045	
End of year.....	\$ 46	\$ 237	\$ 90	\$ 47	\$ --	\$ 2,684	\$ --	\$68,388	



## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

ITEM 27A -- SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
JUNE 30, 1996  
(IN THOUSANDS)

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Collateral or Par Value	Cost	Current Value
-----	-----	-----	-----
Fidelity Retirement Services	759 shares Fidelity Puritan Mutual Fund	\$12,432	\$13,421
Fidelity Retirement Services	69 shares Fidelity Blue Chip Mutual Fund	2,192	2,227
Fidelity Retirement Services	306 shares Fidelity Magellan Mutual Fund	24,237	22,910
*T. Rowe Price Trust Company	34 shares T. Rowe Price Disciplined Equity Mutual Fund	752	754
*T. Rowe Price Trust Company	18,788 shares T. Rowe Price Stable Value Mutual Fund	18,788	18,788
*T. Rowe Price Trust Company	99 shares T. Rowe Price International Stock Mutual Fund	1,245	1,324
*T. Rowe Price Trust Company	110 shares T. Rowe Price Small-Cap Value Mutual Fund	1,909	2,040
*T. Rowe Price Trust Company	192 shares T. Rowe Price Science & Technology Mutual Fund	5,969	5,907
*T. Rowe Price Trust Company	151 shares T. Rowe Price Equity Income Mutual Fund	2,966	3,190
*T. Rowe Price Trust Company	44 shares T. Rowe Price Spectrum Income Mutual Fund	488	485
*Western Digital Corporation	478 shares common stock; \$.10 par value	6,359	12,484
*Western Digital Corporation	Participant Loans	3,898	3,898
		-----	-----
		\$81,235	\$87,428
		=====	=====

\* These entities are considered "parties in interest" under the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 because they either provide services to the Plan or are an employer whose employees are covered by the Plan.

See accompanying independent auditors' report.

## WESTERN DIGITAL CORPORATION SAVINGS AND PROFIT SHARING PLAN

## ITEM 27D -- SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED JUNE 30, 1996

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
Series of Transactions in Excess of 5% of Current Value of the Plan's Assets (in thousands):								
Fidelity Retirement Services	Fidelity Puritan Mutual Fund	\$ 4,132	--	--	--	\$ 4,132	\$ 4,132	--
Fidelity Retirement Services	Fidelity Puritan Mutual Fund	--	3,408	--	--	3,244	3,408	164
Fidelity Retirement Services	Fidelity Magellan Mutual Fund	10,105	--	--	--	10,105	10,100	5
Fidelity Retirement Services	Fidelity Magellan Mutual Fund	--	4,748	--	--	4,409	4,748	339
Western Digital Corporation	Common Stock	5,873	--	--	--	5,873	5,857	16
Western Digital Corporation	Common Stock	--	7,093	--	--	4,607	7,093	2,486
T. Rowe Price Trust Company	T. Rowe Price Stable Value Mutual Fund	9,068	--	--	--	9,068	9,068	--
T. Rowe Price Trust Company	T. Rowe Price Stable Value Mutual Fund	--	8,364	--	--	8,364	8,364	--
T. Rowe Price Trust Company	T. Rowe Price Science & Technology Mutual Fund	6,741	--	--	--	6,741	6,741	--
T. Rowe Price Trust Company	T. Rowe Price Science & Technology Mutual Fund	--	809	--	--	764	809	45
T. Rowe Price Trust Company	T. Rowe Price Equity Income Mutual Fund	3,324	--	--	--	3,324	3,324	--
T. Rowe Price Trust Company	T. Rowe Price Equity Income Mutual Fund	--	378	--	--	365	378	13

Transactions in Excess of 5% of Current Value of the Plan's Assets:

None

See accompanying independent auditors' report.

WESTERN DIGITAL CORPORATION  
SAVINGS AND PROFIT SHARING PLAN

## INDEX TO EXHIBITS

Exhibit -----	Description -----	Sequentially Numbered Page -----
23.	Consent of Independent Auditors	21

## CONSENT OF INDEPENDENT AUDITORS

Retirement Plan Committee  
Western Digital Corporation  
Savings and Profit Sharing Plan:

We consent to the incorporation by reference in the Registration Statement (No. 33-56128) on Form S-8 of Western Digital Corporation Savings and Profit Sharing Plan of our report dated November 27, 1996, relating to the statements of net assets available for plan benefits of Western Digital Corporation Savings and Profit Sharing Plan as of June 30, 1996 and 1995 and the related statements of changes in net assets available for plan benefits for the years ended June 30, 1996 and 1995, which report appears in the June 30, 1996 annual report on Form 11-K of Western Digital Corporation Savings and Profit Sharing Plan.

KPMG PEAT MARWICK LLP

Orange County, California  
December 23, 1996