SHAKEEL ARIF Form 4

February 01, 2006

## 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

WESTERN DIGITAL CORP [WDC]

3. Date of Earliest Transaction

(Month/Day/Year) 01/30/2006

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

President and CEO

10% Owner

\_ Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(First)

(Middle)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Director

\_X\_\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, CA 92630-7741

(City)	(State)	(Zip) Tabl	e I - Non-I	- Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A or(A) or Dispose (Instr. 3, 4 and (A or Amount (D		of (D)	5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/30/2006		M	57,500	A	\$ 3.85	1,637,962	D			
Common Stock	01/30/2006		M	15,000	A	\$ 10.21	1,652,962	D			
Common Stock	01/30/2006		M	1,000	A	\$ 13.07	1,653,962	D			
Common Stock	01/30/2006		S	2,900	D	\$ 21.88	1,651,062	D			
	01/30/2006		S	4,800	D		1,646,262	D			

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Common Stock					\$ 21.89			
Common Stock	01/30/2006	S	3,500	D	\$ 21.9	1,642,762	D	
Common Stock	01/30/2006	S	1,600	D	\$ 21.91	1,641,162	D	
Common Stock	01/30/2006	S	1,000	D	\$ 21.92	1,640,162	D	
Common Stock	01/30/2006	S	13,500	D	\$ 21.93	1,626,662	D	
Common Stock	01/30/2006	S	4,700	D	\$ 21.94	1,621,962	D	
Common Stock	01/30/2006	S	9,000	D	\$ 21.95	1,612,962	D	
Common Stock	01/30/2006	S	2,200	D	\$ 21.96	1,610,762	D	
Common Stock	01/30/2006	S	6,800	D	\$ 21.97	1,603,962	D	
Common Stock	01/30/2006	S	20,000	D	\$ 22	1,583,962	D	
Common Stock	01/31/2006	M	20,000	A	\$ 10.21	1,603,962	D	
Common Stock	01/31/2006	S	10,000	D	\$ 21.81	1,593,962	D	
Common Stock	01/31/2006	S	10,000	D	\$ 21.83	1,583,962	D	
Common Stock						5,030	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7.7	Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Un	derlying Securition
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(In	str. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
	-				(Instr. 3, 4,			

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		and 5)							
			Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 3.85	01/30/2006	M		57,500	03/23/2003(1)	09/23/2012	Common Stock	57,5
Employee Stock Option (right to buy)	\$ 10.21	01/30/2006	M		15,000	01/20/2006(2)	01/20/2015	Common Stock	15,0
Employee Stock Option (right to buy)	\$ 10.21	01/31/2006	M		20,000	01/20/2006(2)	01/20/2015	Common Stock	20,0
Employee Stock Option (right to	\$ 13.07	01/30/2006	M		1,000	09/24/2004(3)	09/24/2013	Common Stock	1,00

# **Reporting Owners**

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

## **Signatures**

buy)

By: /s/ Sandra Garcia Attorney-in-Fact For: Arif Shakeel 02/01/2006

\*\*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.
- A total of 62,500 shares vested one year from the grant date of 1/20/2005. The remaining shares subject to the option will vest in substantially equal installments at the end of each three-month period until fully vested on 10/20/2007.

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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 12/24/2005. The remaining shares subject to the option will vest at 6.25% each three-month period until fully vested on 9/24/2007.

#### **Remarks:**

The reporting owner acquired 732.8971 shares of WDC common stock in an exempt transaction under the issuer's 401(k) plan 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.