

WESTERN DIGITAL CORP
Form 4
January 31, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSENGILL MATTHEW E

2. Issuer Name and Ticker or Trading Symbol
WESTERN DIGITAL CORP
[WDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAKE FOREST, CA 92630-7741

(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. 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 Ownership (Instr. 4)	
			Code	V	Amount	Price				
Common Stock	01/29/2007		S		90,900	D	\$ 19.5	359,630	D	
Common Stock	01/29/2007		S		3,500	D	\$ 19.51	356,130	D	
Common Stock	01/29/2007		S		5,600	D	\$ 19.52	350,530	D	
Common Stock	01/30/2007		S		10,900	D	\$ 19.35	339,630	D	
	01/30/2007		S		25,000	D		314,630	D	

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Common Stock						\$				
						19.355				
Common Stock	01/30/2007		S	23,800	D	\$ 19.36	290,830		D	
Common Stock	01/30/2007		S	1,300	D	\$ 19.365	289,530		D	
Common Stock	01/30/2007		S	35,500	D	\$ 19.37	254,030		D	
Common Stock	01/30/2007		S	12,200	D	\$ 19.38	241,830		D	
Common Stock	01/30/2007		S	6,500	D	\$ 19.39	235,330		D	
Common Stock	01/30/2007		S	10,500	D	\$ 19.4	224,830		D	
Common Stock	01/30/2007		S	11,300	D	\$ 19.41	213,530		D	
Common Stock	01/30/2007		S	4,100	D	\$ 19.42	209,430		D	
Common Stock	01/30/2007		S	3,000	D	\$ 19.43	206,430		D	
Common Stock	01/30/2007		S	23,700	D	\$ 19.435	182,730		D	
Common Stock	01/30/2007		S	28,200	D	\$ 19.44	154,530		D	
Common Stock	01/30/2007		S	4,000	D	\$ 19.45	150,530		D	
Common Stock							4,008		I	by Trust 401(K)

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

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MASSENGILL MATTHEW E
C/O WESTERN DIGITAL CORPORATION
20511 LAKE FOREST DRIVE
LAKE FOREST, CA 92630-7741

X

Signatures

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

01/31/2007

__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).

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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