

SHAKEEL ARIF
Form 4
February 27, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SHAKEEL ARIF

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)
02/23/2007

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2007		M		50,000	A	\$ 10.21
Common Stock	02/23/2007		S		1,700	D	\$ 20
Common Stock	02/23/2007		S		600	D	\$ 20.01
Common Stock	02/23/2007		S		2,700	D	\$ 20.02
	02/23/2007		S		1,400	D	
							867,742

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Common Stock					\$ 20.03			
Common Stock	02/23/2007	S	8,000	D	\$ 20.04	859,742	D	
Common Stock	02/23/2007	S	9,000	D	\$ 20.05	850,742	D	
Common Stock	02/23/2007	S	5,600	D	\$ 20.06	845,142	D	
Common Stock	02/23/2007	S	5,900	D	\$ 20.07	839,242	D	
Common Stock	02/23/2007	S	3,500	D	\$ 20.08	835,742	D	
Common Stock	02/23/2007	S	400	D	\$ 20.09	835,342	D	
Common Stock	02/23/2007	S	11,200	D	\$ 20.1	824,142	D	
Common Stock	02/26/2007	M	12,500	A	\$ 10.21	836,642	D	
Common Stock	02/26/2007	M	50,000	A	\$ 13.07	886,642	D	
Common Stock	02/26/2007	S	2,800	D	\$ 20.19	883,842	D	
Common Stock	02/26/2007	S	22,300	D	\$ 20.2	861,542	D	
Common Stock	02/26/2007	S	8,900	D	\$ 20.21	852,642	D	
Common Stock	02/26/2007	S	9,300	D	\$ 20.22	843,342	D	
Common Stock	02/26/2007	S	13,000	D	\$ 20.23	830,342	D	
Common Stock	02/26/2007	S	9,700	D	\$ 20.24	820,642	D	
Common Stock						5,937	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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SEC 1474
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.21	02/23/2007		M	50,000	01/20/2006 ⁽¹⁾ 01/20/2015	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 10.21	02/26/2007		M	12,500	01/20/2006 ⁽¹⁾ 01/20/2015	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 13.07	02/26/2007		M	50,000	09/24/2004 ⁽²⁾ 09/24/2013	Common Stock	50,000

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

Signatures

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

02/27/2007

**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).

An aggregate of 62,500 shares subject to the option vested one year from the grant date of 1/20/2005, and the remaining shares vested in

(1) substantially equal installments each three-month period through 1/20/2007. The remaining shares subject to the option will vest in substantially equal installments each three-month period until fully vested on 4/20/2007.

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- An aggregate of 50,000 shares subject to the option vested one year from the grant date of 9/24/2003, and the remaining shares vested in
- (2) substantially equal installments each three-month period through 12/24/2006. The remaining shares subject to the option will vest in substantially equal installments each three-month period until fully vested on 6/24/2007.

Remarks:

The indirect holdings are based on shares held under the 401(k) plan as reported on February 27, 2007.

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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