

KIMSEY WILLIAM L  
 Form 4  
 February 03, 2006

**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 \*  
**KIMSEY WILLIAM L**

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)  
 02/01/2006

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 or Price		
Common Stock	02/01/2006		M		51,563 A \$ 7.43	56,936	D
Common Stock	02/01/2006		M		5,000 A \$ 11.61	61,936	D
Common Stock	02/01/2006		M		2,500 A \$ 9.21	64,436	D
Common Stock	02/01/2006		S		59,063 D \$ 21.35	5,373	D



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(1) The option vested 25% one year from the grant date of 3/13/2003, and an additional 6.25% vested at the end of each three-month period through 12/13/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 3/13/2007.

(2) The option vested 25% one year from the grant date of 11/18/2004, and an additional 6.25% vested at the end of each three-month period through 11/18/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/18/2008.

(3) The option vested 25% one year from the grant date of 11/20/2003, and an additional 6.25% vested at the end of each three-month period through 11/20/2005. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 11/20/2007.

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.