

MASSENGILL MATTHEW E
 Form 4
 November 06, 2009

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)
 11/04/2009

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-----------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 11/04/2009 | | M | V | 7,500 | A | \$ 13.07 | 69,488 | D | |
| Common Stock | 11/04/2009 | | M | V | 10,000 | A | \$ 10.21 | 79,488 | D | |
| Common Stock | 11/04/2009 | | S | V | 17,500 | D | \$ 34.8 (1) | 61,988 | D | |
| Common Stock | | | | | | | | 4,008 | I | by Trust 401(K) |

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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 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 | 11/04/2009 | | M | 10,000 | 01/20/2006 ⁽²⁾ 01/20/2015 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 13.07 | 11/04/2009 | | M | 7,500 | 09/24/2004 ⁽³⁾ 09/24/2013 | Common Stock | 7,500 |

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

11/06/2009

__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).
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of
(1) \$34.70 to a high of \$34.90. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
(2) The option vested 25% on the first anniversary of the grant date, and an additional 6.25% vested at the end of each three-month period through 10/20/2006. The remaining shares subject to the option vested in full on 1/1/2007.
(3) The option vested 25% on the first anniversary of the grant date, and an additional 6.25% vested at the end of each three-month period through 12/24/2006. The remaining shares subject to the option vested in full on 1/1/2007.

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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