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WESTERN DIGITAL CORP  
Form POS AM  
January 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 24, 2002  
REGISTRATION NO. 333-70785

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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WESTERN DIGITAL CORPORATION  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

33-0956711  
(I.R.S. Employer  
Identification No.)

20511 LAKE FOREST DRIVE  
LAKE FOREST, CALIFORNIA 92630  
(949) 672-7000  
(Address, including zip code, and telephone number, including area code,  
of Registrant's Principal Executive Offices)

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MICHAEL A. CORNELIUS  
WESTERN DIGITAL CORPORATION  
20511 LAKE FOREST DRIVE  
LAKE FOREST, CALIFORNIA 92630  
(949) 672-7000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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COPY TO:  
RONALD S. BEARD  
GIBSON, DUNN & CRUTCHER LLP  
4 PARK PLAZA  
IRVINE, CALIFORNIA 92614  
(949) 451-3800

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC:  
Not applicable.

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If any of the securities being registered on this form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

DEREGISTRATION OF SECURITIES

By means of this Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (Registration No. 333-70785) (the "Registration Statement") of Western Digital Corporation, a Delaware corporation (the "Registrant"), filed with the Securities and Exchange Commission on January 19, 1999, as amended by Post-Effective Amendment No. 1 to the Registration Statement filed on April 6, 2001, registering shares of common stock of the Registrant, par value \$0.01 per share ("Common Stock") with a maximum offering amount of \$190,000,000, the Registrant hereby deregisters all shares of Common Stock unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on January 24, 2002.

WESTERN DIGITAL CORPORATION

By: /s/ MATTHEW E. MASSENGILL  
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Matthew E. Massengill  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Form S-3 Registration Statement has been signed below by the following persons in the capacities indicated on January 24, 2002.

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SIGNATURE

TITLE

-----  
/s/ MATTHEW E. MASSENGILL

-----  
Matthew E. Massengill

Chairman of the Board and Chief  
Executive Officer  
(Principal Executive Officer)

-----  
/s/ D. SCOTT MERCER

-----  
D. Scott Mercer

Chief Financial Officer  
(Principal Financial Officer)

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/s/ JOSEPH R. CARRILLO

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Joseph R. Carrillo

Vice President and Corporate Controller  
(Principal Accounting Officer)

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Thomas E. Pardun

Director

-----  
/s/ PETER D. BEHRENDT

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Peter D. Behrendt

Director

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/s/ I.M. BOOTH

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I.M. Booth

Director

-----  
/s/ KATHLEEN A. COTE

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Kathleen A. Cote

Director

-----  
/s/ HENRY T. DENERO

-----  
Henry T. DeNero

Director

-----  
/s/ ROGER H. MOORE

-----  
Roger H. Moore

Director