

SANDISK CORP
Form 10-K/A
April 14, 2006

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

**FORM 10-K/A
(Amendment No. 1)
FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended
January 1, 2006
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number: 0-26734

SANDISK CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

77-0191793
(I.R.S. Employer Identification No.)

140 Caspian Court
Sunnyvale, California
(Address of principal executive offices)

940898
(Zip Code)

Registrant's telephone number, including area code: (408) 542-0500

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value per share

(Title of Class)

Rights to Purchase Series A, Junior Participating Preferred Stock

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of July 3, 2005, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$3,559,616,995 based on the closing sale price as reported on the National Association of Securities Dealers Automated Quotation System National Market System.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at March 1, 2006
Common Stock, \$0.001 par value per share	194,010,547

DOCUMENTS INCORPORATED BY REFERENCE

Document	Parts Into Which Incorporated
Annual Report to Stockholders for the Fiscal Year Ended January 1, 2006 (Annual Report)	Parts I, II, and IV
Proxy Statement for the Annual Meeting of Stockholders to be held May 25, 2006 (Proxy Statement)	Part III

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this Amendment) amends the Registrant's Annual Report on Form 10-K for the fiscal year ended January 1, 2006, originally filed on March 15, 2006 (the Original Filing). The Registrant is filing this Amendment solely to correct an error on the cover page of the Original Filing. The Original Filing incorrectly reflected that the Registrant had not filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months. The correct box has been checked on the cover page of this Amendment to correct that error.

Except as described above, no other changes have been made to the Original Filing.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SANDISK CORPORATION

By: /s/ Judy Bruner
Judy Bruner
Executive Vice President,
Administration,
Chief Financial Officer
(on behalf of the Registrant and as
Principal Financial and Accounting
Officer)

Dated: April 13, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director (Principal Executive Officer)	April 13, 2006
Eli Harari /s/ Judy Bruner	Executive Vice President, Administration, Chief Financial Officer (Principal Financial and Accounting Officer)	April 13, 2006
Judy Bruner *	Chairman of the Board, Director	April 13, 2006
Irwin Federman *	Director	April 13, 2006
Steven J. Gomo *	Director	April 13, 2006
Eddy W. Hartenstein *	Director	April 13, 2006
Catherine Pierson Lego *	Director	April 13, 2006
Michael E. Marks *	Director	April 13, 2006
James D. Meindl *	Director	April 13, 2006
Alan F. Shugart * By /s/ Judy Bruner		April 13, 2006

Judy Bruner
Attorney-in-Fact

Executive Vice President, Administration,
Chief Financial Officer (Principal Financial
and Accounting Officer)

Exhibit Index

Exhibit Number	Exhibit Title
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002