

WESTERN DIGITAL CORP  
Form 4  
January 03, 2008

**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 \*  
**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)  
**01/01/2008**

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock <sup>(1)</sup>	01/01/2008		A	3,310	\$ 0	D	
Common Stock	01/01/2008		M	4,527 <sup>(2)</sup>	\$ 0	D	
Common Stock	01/01/2008		D	4,527 <sup>(2)</sup>	\$ 19.46	D	
Common Stock	01/01/2008		M	2,120 <sup>(3)</sup>	\$ 0	D	



## Edgar Filing: WESTERN DIGITAL CORP - Form 4

This transaction does not represent the sale of common stock nor the exercise of an option. It represents the vesting and payout in cash of an award of "share units" pursuant to an award under the Non-Employee Directors Restricted Stock Unit Plan as in effect prior to November 17, 2005. These units vested and became payable to the reporting person in cash in accordance with such Plan.

- (3) The deferred stock units are being converted into shares of the Issuer's common stock on a one-for-one basis pursuant to the reporting person's previous election under the Issuer's Non-Employee Directors Stock-For-Fees Plan and the Issuer's Deferred Compensation Plan. The deferred stock units became payable on January 1, 2008 to the reporting person in accordance with that Plan.

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.