

WESTERN DIGITAL CORP
 Form 4
 February 28, 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 *
 BUKATY RAYMOND M

2. Issuer Name and Ticker or Trading Symbol
 WESTERN DIGITAL CORP
 [WDC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr VP, Admin, Gen Cnsl & Secty

(Last) (First) (Middle)
 C/O WESTERN DIGITAL CORPORATION, 20511 LAKE FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2006

LAKE FOREST, CA 92630-7741
 (City) (State) (Zip)

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

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)
				Code	V	Amount or Price			
Common Stock	02/24/2006		M			5,000 A \$ 2.1	237,291	D	
Common Stock	02/24/2006		M			37,500 A \$ 3.85	274,791	D	
Common Stock	02/24/2006		M			2,700 A \$ 4.4375	277,491	D	
Common Stock	02/24/2006		M			25,000 A \$ 6.23	302,491	D	
	02/24/2006		S			20,100 D \$ 22.4	282,391	D	

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Common Stock							
Common Stock	02/24/2006	S	9,500	D	\$ 22.41	272,891	D
Common Stock	02/24/2006	S	400	D	\$ 22.42	272,491	D
Common Stock	02/24/2006	S	1,300	D	\$ 22.43	271,191	D
Common Stock	02/24/2006	S	13,900	D	\$ 22.45	257,291	D
Common Stock	02/24/2006	S	7,000	D	\$ 22.48	250,291	D
Common Stock	02/24/2006	S	5,000	D	\$ 22.5	245,291	D
Common Stock	02/24/2006	S	3,000	D	\$ 22.52	242,291	D
Common Stock	02/24/2006	S	4,000	D	\$ 22.55	238,291	D
Common Stock	02/24/2006	S	6,000	D	\$ 22.57	232,291	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.1	02/24/2006		M	5,000	09/26/2002 ⁽¹⁾	09/26/2011	Common Stock	5,000

Employee Stock Option (right to buy)	\$ 3.85	02/24/2006	M	37,500	03/23/2003 ⁽²⁾	09/23/2012	Common Stock	37,500
Employee Stock Option (right to buy)	\$ 4.4375	02/24/2006	M	2,700	03/01/2001 ⁽³⁾	03/01/2010	Common Stock	2,700
Employee Stock Option (right to buy)	\$ 6.23	02/24/2006	M	25,000	09/28/2002 ⁽³⁾	03/28/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUKATY RAYMOND M C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741			Sr VP, Admin, Gen Cnsl & Secty	

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Raymond M. Bukaty

02/28/2006

__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).

- (1) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
- (2) The option vested 25% six months from the grant date, then in three equal installments on each anniversary of the grant date thereafter.
- (3) The option vested annually in four equal installments beginning on the first anniversary of the grant date.

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.