

POPE CHARLES C
Form 4
November 12, 2004

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 *
POPE CHARLES C

(Last) (First) (Middle)

920 DISC DRIVE, ATTN: STOCK PLAN ADMINISTRATION

(Street)

SCOTTS VALLEY, CA 95067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SEAGATE TECHNOLOGY [STX]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

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) | (A) or (D) | 5. Amount (Instr. 3 and 4) | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------------------------|---|-----------------------------------|--------------------------------------|
| | | | | | Code | V | Amount | Price | |
| Common Shares | 11/10/2004 | | M | 30,978 | A | \$ 2.3 | 30,978 | I | The Christopher C. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | | S | 30,978 | D | \$ 13.39 | 0 | I | The Christopher C. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | | M | 30,978 | A | \$ 2.3 | 30,978 | I | The Heidi R. Pope Trust - 2002 |

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| | | | | | | | | | |
|---------------|------------|---|--------|---|------------------|--------|-----|---|----------------------------------|
| Common Shares | 11/10/2004 | S | 30,978 | D | \$ <u>(1)</u> | 13.39 | 0 | I | The Heidi R. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | M | 30,978 | A | \$ 2.3 | 30,978 | | I | The Curtis D. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | S | 30,978 | D | \$ <u>(1)</u> | 13.39 | 0 | I | The Curtis D. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | M | 30,978 | A | \$ 2.3 | 30,978 | | I | The Holly Anne Trust - 2002 |
| Common Shares | 11/10/2004 | S | 30,978 | D | \$ <u>(1)</u> | 13.39 | 0 | I | The Holly Anne Trust - 2002 |
| Common Shares | 11/10/2004 | M | 30,978 | A | \$ 2.3 | 30,978 | | I | The Heather G. Pope Trust - 2002 |
| Common Shares | 11/10/2004 | S | 30,978 | D | \$ <u>(1)</u> | 13.39 | 0 | I | The Heather G. Pope Trust - 2002 |
| Common Shares | | | | | | | 500 | I | Pope Family Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| NQ Stock Option | \$ 2.3 | 11/10/2004 | | M | 30,978 | 11/22/2001 | 07/24/2011 | Common Shares | 30,9 |

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| | | | | | | | | |
|-----------------------|----------|------------|---|--------|---------------------------|------------|------------------|--------|
| NQ Stock Option | \$ 2.3 | 11/10/2004 | M | 30,978 | 11/22/2001 | 07/24/2011 | Common Shares | 30,9 |
| NQ Stock Option | \$ 2.3 | 11/10/2004 | M | 30,978 | 11/22/2001 | 07/24/2011 | Common Shares | 30,9 |
| NQ Stock Option | \$ 2.3 | 11/10/2004 | M | 30,978 | 11/22/2001 | 07/24/2011 | Common Shares | 30,9 |
| NQ Stock Option | \$ 2.3 | 11/10/2004 | M | 30,978 | 11/22/2001 | 07/24/2011 | Common Shares | 30,9 |
| NQ Stock Option | \$ 2.3 | | | | 11/22/2001 ⁽²⁾ | 07/24/2011 | Common Shares | 236,4 |
| NQ Stock Option | \$ 21.42 | | | | 08/06/2004 ⁽³⁾ | 08/06/2013 | Common Shares | 1,000, |
| NQ Stock Option | \$ 13.62 | | | | 09/16/2005 ⁽⁴⁾ | 09/16/2011 | Common Shares | 200,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POPE CHARLES C 920 DISC DRIVE ATTN: STOCK PLAN ADMINISTRATION SCOTTS VALLEY, CA 95067 | | | Executive VP and CFO | |

Signatures

/s/ Roberta S. Cohen for Charles C.

Pope

11/12/2004

__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) Average Sales Price

Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a four-year vesting schedule. One

(2) quarter of the option shares vested on November 22, 2001. The remaining option shares are vesting and will continue to vest proportionally each month over the 36 months following November 22, 2001.

(3) Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a five-year vesting schedule. One fifth of the option shares vested on August 6, 2004. The remaining option shares are vesting proportionally each month over the 48 months

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following August 6, 2004.

- (4) Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a five-year vesting schedule. One fifth of the option shares will vest on September 16, 2005. The remaining option shares will vest proportionally each month over the 48 months following September 16, 2005.

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.