

CARRILLO JOSEPH R
Form 4
September 14, 2007

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 *
CARRILLO JOSEPH R

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)
09/12/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Principal Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/12/2007 | | M | | 2,450 | A | \$ 18.625 |
| | | | | | 65,898 | (1) | |
| Common Stock | 09/12/2007 | | M | | 5,000 | A | \$ 17.8125 |
| Common Stock | 09/12/2007 | | M | | 1,000 | A | \$ 12.875 |
| Common Stock | 09/12/2007 | | M | | 30,000 | A | \$ 5.4375 |
| | 09/12/2007 | | M | | 39,266 | A | \$ 2.1 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 09/12/2007 | M | 10,000 | A | \$ 6 | 151,164 | D |
| Common Stock | 09/12/2007 | M | 10,000 | A | \$ 2.8125 | 161,164 | D |
| Common Stock | 09/12/2007 | M | 2,284 | A | \$ 12.25 | 163,448 | D |
| Common Stock | 09/12/2007 | S | 7,500 | D | \$ 23.38 | 155,948 | D |
| Common Stock | 09/12/2007 | S | 12,000 | D | \$ 23.4 | 143,948 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.42 | 138,948 | D |
| Common Stock | 09/12/2007 | S | 2,000 | D | \$ 23.39 | 136,948 | D |
| Common Stock | 09/12/2007 | S | 3,000 | D | \$ 23.37 | 133,948 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.3 | 128,948 | D |
| Common Stock | 09/12/2007 | S | 30,000 | D | \$ 23.35 | 98,948 | D |
| Common Stock | 09/12/2007 | S | 3,000 | D | \$ 23.31 | 95,948 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.32 | 90,948 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.34 | 85,948 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.36 | 80,948 | D |
| Common Stock | 09/12/2007 | S | 3,500 | D | \$ 23.52 | 77,448 | D |
| Common Stock | 09/12/2007 | S | 1,500 | D | \$ 23.54 | 75,948 | D |
| Common Stock | 09/12/2007 | S | 2,000 | D | \$ 23.48 | 73,948 | D |
| Common Stock | 09/12/2007 | S | 3,500 | D | \$ 23.46 | 70,448 | D |
| Common Stock | 09/12/2007 | S | 5,000 | D | \$ 23.45 | 65,448 | D |
| | 09/12/2007 | S | 2,000 | D | \$ 23.43 | 63,448 | D |

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Common
Stock

Common
Stock (2) 09/12/2007 A 2,768 A \$ 0 66,216 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 |
| Employee Stock Option (right to buy) | \$ 2.1 | 09/12/2007 | | M | 39,266 | 09/26/2002 ⁽³⁾ 09/26/2011 | Common Stock 3 |
| Employee Stock Option (right to buy) | \$ 2.8125 | 09/12/2007 | | M | 10,000 | 05/05/2000 ⁽⁴⁾ 11/05/2009 | Common Stock 1 |
| Employee Stock Option (right to buy) | \$ 5.4375 | 09/12/2007 | | M | 30,000 | 09/03/2000 ⁽³⁾ 08/27/2009 | Common Stock 3 |
| Employee Stock Option (right to buy) | \$ 6 | 09/12/2007 | | M | 10,000 | 10/27/2001 ⁽³⁾ 10/27/2010 | Common Stock 1 |
| Employee Stock Option (right to | \$ 12.25 | 09/12/2007 | | M | 2,284 | 08/06/2005 ⁽⁵⁾ 08/06/2008 | Common Stock 2 |

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- (5) The option vested 100% seven years from the grant date.
- (6) The option vests 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.

Remarks:

Exhibit List:

Exhibit 24 - Power-of-Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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