

FINKBEINER MARTIN W.
Form 4
December 04, 2009

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 *
FINKBEINER MARTIN W.

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)
12/02/2009

____ Director
 Officer (give title below) _____ Other (specify below)
EVP Operations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/02/2009		M	60,000	A	\$ 12.84	136,895 ⁽¹⁾ D
Common Stock	12/02/2009		M	9,035	A	\$ 8.01	145,930 D
Common Stock	12/02/2009		M	6,462	A	\$ 24.18	152,392 D
Common Stock	12/02/2009		M	3,000	A	\$ 3.85	155,392 D
	12/02/2009		S	78,497	D		76,895 D

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Common Stock					\$			
					39.0331			
					<u>(2)</u>			
Common Stock	12/03/2009		M	965	A	\$ 8.01	77,860	D
Common Stock	12/03/2009		M	60,000	A	\$ 8.89	137,860	D
Common Stock	12/03/2009		S	60,965	D	\$		
						39.0441	76,895	D
						<u>(3)</u>		

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.85	12/02/2009		M	3,000	09/23/2003 ⁽⁴⁾	09/23/2012	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 8.01	12/02/2009		M	9,035	09/03/2005 ⁽⁴⁾	09/03/2014	Common Stock	9,035
Employee Stock Option (right to buy)	\$ 8.01	12/03/2009		M	965	09/03/2005 ⁽⁴⁾	09/03/2014	Common Stock	965
	\$ 8.89	12/03/2009		M	60,000	11/09/2005 ⁽⁴⁾	11/09/2014		60,000

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 12.84	12/02/2009	M	60,000	10/24/2004 ⁽⁴⁾	10/24/2013		Common Stock	60,0
Employee Stock Option (right to buy)	\$ 24.18	12/02/2009	M	6,462	02/17/2007 ⁽⁵⁾	02/17/2016		Common Stock	6,46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINKBEINER MARTIN W. C/O WESTERN DIGITAL CORPORATION 20511 LAKE FOREST DRIVE LAKE FOREST, CA 92630-7741				EVP Operations

Signatures

By: /s/ Sandra Garcia Attorney-in-Fact For: Martin W.
Finkbeiner

12/04/2009

__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) Includes 2,891 shares acquired under the issuer's Employee Stock Purchase Plan on November 30, 2009.
Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$39 to a high of \$39.19. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from a low of \$39 to a high of \$39.17. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (4) The option vested 25% on the first anniversary of the grant date and 6.25% at the end of each three-month period thereafter.
The option vested 25% one year from the grant date of 2/16/2006, and an additional 6.25% vested at the end of each three-month period
- (5) through 11/16/2009. The remaining shares subject to the option will vest at 6.25% at the end of each three-month period until fully vested on 2/16/2010.

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.