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Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630

Tel: 949.672.7821
Fax: 949.672.7837

Raymond M. Bukaty
Senior Vice President, Administration,
General Counsel and Secretary

July 13, 2007

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

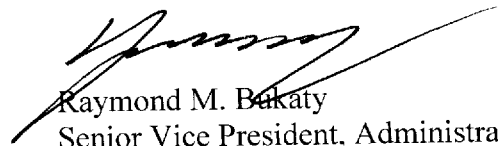
Gentlemen:

Enclosed please find a Top Hat Exemption Notice (the "Notice") filed by Western Digital Corporation with respect to the Western Digital Corporation Amended and Restated Deferred Compensation Plan, the Western Digital Corporation Amended and Restated Change of Control Severance Plan and the Western Digital Corporation Executive Severance Plan (collectively, the "Plans"). Concurrent with the filing of the Notice, an application is being submitted to the Employee Benefits Security Administration with respect to the Plans under the Delinquent Filers Voluntary Compliance Program in accordance with DFVC procedures.

Duplicate copies of this cover letter and the Notice are enclosed. We ask that the duplicate copies be date stamped as having been received by you and returned to us in the enclosed self-addressed, stamped envelope.

Thank you for your assistance with this matter.

Regards,



Raymond M. Bukaty
Senior Vice President, Administration,
General Counsel and Secretary



Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630

Tel: 949.672.7000

**STATEMENT OF WESTERN DIGITAL CORPORATION
REGARDING PLANS MAINTAINED FOR
SELECT GROUP(S) OF MANAGEMENT OR
HIGHLY COMPENSATED EMPLOYEES**


TO: Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210

FROM: Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630

Employer I.D. number assigned by the IRS: 33-0956711

This Statement is being filed pursuant to Labor Regulations Section 2520.104-23. Western Digital Corporation maintains 3 plans primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees: the Western Digital Corporation Amended and Restated Deferred Compensation Plan (in which 67 of our current employees, 9 of our former employees and 6 of our directors currently participate), the Western Digital Corporation Amended and Restated Change of Control Severance Plan (which currently covers 42 employees), and the Western Digital Corporation Executive Severance Plan (which currently covers 50 employees).

WESTERN DIGITAL CORPORATION

By: 
Raymond M. Bukaty
Senior Vice President, Administration,
General Counsel and Secretary

Date: 7-12-07



Western Digital Corporation
20511 Lake Forest Drive
Lake Forest, California 92630

Tel: 949.672.7821
Fax: 949.672.7837

Raymond M. Bukaty
Senior Vice President, Administration,
General Counsel and Secretary

July 13, 2007

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

DFVC Program
U.S. Department of Labor
P.O. Box 70933
Charlotte, North Carolina 28272-0933

Gentlemen:

This filing is made pursuant to the Delinquent Filer Voluntary Compliance Program (the "Program") with respect to a delinquent Top Hat Exemption Notice filing pursuant to 29 CFR Parts 2560 and 2570. This filing is made by Western Digital Corporation with respect to the Western Digital Corporation Amended and Restated Deferred Compensation Plan, the Western Digital Corporation Amended and Restated Change of Control Severance Plan and the Western Digital Corporation Executive Severance Plan (collectively, the "Plans").

Enclosed please find the following items required pursuant to the Program:

1. A check in the amount of \$750, payable to the U.S. Department of Labor, constituting the applicable compliance fee;
2. A single Form 5500 Annual Return/Report of Employee Benefit Plan, with only those items completed that are required pursuant to the Program; and
3. A copy of the cover letter and Top Hat Notice as filed concurrently with this application with the Employee Benefits Security Administration.

A duplicate copy of this cover letter is enclosed. Please date stamp the duplicate copy as having been received by you and return it to us in the enclosed self-addressed, stamped envelope.

Should you require any additional information, please contact me.

Regards,

A handwritten signature in black ink, appearing to read "Raymond M. Bukaty".

Raymond M. Bukaty
Senior Vice President, Administration,
General Counsel and Secretary

Form **5500**
Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration
Pension Benefit
Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

Official Use Only

OMB Nos. 1210-0110 / 1210-0089

2006

This Form is Open to Public Inspection.

Part I Annual Report Identification Information

For the calendar plan year 2006
or fiscal plan year beginning

and ending

- A** This return/report is for:
- | | | | |
|-----|---|-----|------------------------------|
| (1) | a multiemployer plan; | (3) | a multiple-employer plan; or |
| (2) | a single-employer plan (other than a multiple-employer plan); | (4) | a DFE (specify) |

- B** This return/report is:
- | | | | |
|-----|---|-----|--|
| (1) | the first return/report filed for the plan; | (3) | the final return/report filed for the plan; |
| (2) | an amended return/report; | (4) | a short plan year return/report (less than 12 months). |

C If the plan is a collectively-bargained plan, check here ▶

D If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions)..... ▶

Part II Basic Plan Information -- enter all requested information.

1a Name of plan

WESTERN DIGITAL CORPORATION AMENDED AND RESTATED CHANGE OF CONTROL SEVERANCE PLAN
WESTERN DIGITAL CORPORATION AMENDED AND RESTATED DEFERRED COMPENSATION PLAN
WESTERN DIGITAL CORPORATION EXECUTIVE SEVERANCE PLAN

1b Three-digit plan number (PN) ▶

888

1c Effective date of plan

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of plan administrator

SIGN HERE ▶

[Signature]
Type or print name of individual signing as plan administrator

Date 7-12-07

a

Signature of employer/plan sponsor/DFE

SIGN HERE ▶

[Signature]
Type or print name of individual signing as employer, plan sponsor or DFE

Date 7-12-07

b

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2006)

0106GC010-



2a Plan sponsor's name and address (employer, if for single-employer plan) (Address should include room or suite no.)

1) WESTERN DIGITAL CORPORATION

2) C/O

3) 20511 LAKE FOREST DRIVE

4) LAKE FOREST

2b Employer Identification Number (EIN)

5) CA 92630

330956711

6)

2c Sponsor's telephone number

9496727000

7)

2d Business code (see instructions)

8)

9)

3a Plan administrator's name and address (If same as plan sponsor, enter "Same")

1) SAME

2) C/O

3)

4)

5)

6)

7)

3b Administrator's EIN

330956711

3c Administrator's telephone number

9496727000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

0106GC020.



5 Preparer information (optional)

a Name (including firm name, if applicable) and address

1)

2)

3)

4)

5)

6)

b EIN

c Telephone number

6 Total number of participants at the beginning of the plan year

7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)

a Active participants

b Retired or separated participants receiving benefits

c Other retired or separated participants entitled to future benefits

d Subtotal. Add lines 7a, 7b, and 7c

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

f Total. Add lines 7d and 7e

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)

0106GC030



8 Benefits provided under the plan (complete 8a and 8b, as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter below the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions):

b Welfare benefits (check this box if the plan provides welfare benefits and enter below the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions):

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) Insurance	(1) Insurance
(2) Code section 412(i) insurance contracts	(2) Code section 412(i) insurance contracts
(3) Trust	(3) Trust
(4) General assets of the sponsor	(4) General assets of the sponsor

10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

- 1) R (Retirement Plan Information)
- 2) B (Actuarial Information)
- 3) E (ESOP Annual Information)
- 4) SSA (Separated Vested Participant Information)

b Financial Schedules

- 1) H (Financial Information)
- 2) I (Financial Information--Small Plan)
- 3) A (Insurance Information)
- 4) C (Service Provider Information)
- 5) D (DFE/Participating Plan Information)
- 6) G (Financial Transaction Schedules)

0106GC040\$




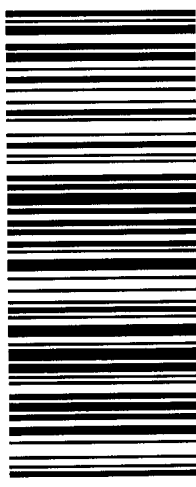

UPS CampusShip: View/Print Label

1. **Print the label(s):** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. **Fold the printed label at the dotted line.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
Customers without a Daily Pickup
 - o Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
 - o Hand the package to any UPS driver in your area.
 - o Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return ServicesSM (including via Ground) are accepted at Drop Boxes.
 - o To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

Customers with a Daily Pickup

- o Your driver will pickup your shipment(s) as usual.

FOLD HERE

<p style="text-align: right;">LTR 1 OF 1</p> <p>ANNETTE GERMAN 949-672-7892 WESTERN DIGITAL TECHNOLOGIES, INC. 20511 LAKE FOREST DRIVE LAKE FOREST CA 92630</p> <p>SHIP TO: EMPL. BENE. SEC. ADMIN TOP HAT PLAN EXEMPTION 200 CONSTITUTION AVE. NW UD. DEPT OF LABOR ROOM N-1513 WASHINGTON DC 20210-0001</p>	<p style="font-size: 2em; font-weight: bold;">MD 201 9-74</p> 	<p style="font-size: 2em; font-weight: bold;">UPS NEXT DAY AIR 1</p> <p>TRACKING #: 1Z 853 985 01 9078 6110</p> 	<p style="text-align: center;">BILLING: P/P</p> <p style="text-align: center;">  TM <small>CS 9.5.14-0 WXP260 66.0A 04/2007</small> </p> <p style="text-align: center;"> .: 8045500.7251.10.01.00.00.00 Reference 1: Statement-Filing </p>
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