

SEAGATE TECHNOLOGY

Form 4

February 28, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DAVIDSON JAMES**

(Last) (First) (Middle)

**2775 SAND HILL ROAD, SUITE  
100**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**SEAGATE TECHNOLOGY [STX]**

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

**02/27/2007**

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)

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 Indirect Beneficial Ownership (Instr. 4) |                             |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D)                                                                             | Price                                                    |                                                       |                             |
| Common Shares                   | 02/27/2007                           |                                                    | S                              |                                                                   | 2,000 <sup>(1)</sup>                                                                          | D \$ 27.49                                               | 6,926,738 I                                           | See footnote <sup>(2)</sup> |
| Common Shares                   | 02/27/2007                           |                                                    | S                              |                                                                   | 4,600 <sup>(1)</sup>                                                                          | D \$ 27.5                                                | 6,922,138 I                                           | See footnote <sup>(2)</sup> |
| Common Shares                   | 02/27/2007                           |                                                    | S                              |                                                                   | 1,000 <sup>(1)</sup>                                                                          | D \$ 27.51                                               | 6,921,138 I                                           | See footnote <sup>(2)</sup> |
| Common Shares                   | 02/27/2007                           |                                                    | S                              |                                                                   | 100 <sup>(1)</sup>                                                                            | D \$ 27.53                                               | 6,921,038 I                                           | See footnote                |

(2)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| DAVIDSON JAMES<br>2775 SAND HILL ROAD<br>SUITE 100<br>MENLO PARK, CA 94025 | X                                |

## Signatures

/S/ Roberta S. Cohen for James A.  
Davidson 02/28/2007

\_\_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).

- Represents common shares, par value \$0.00001 per share (the "Common Shares"), of Seagate Technology (the "Issuer") owned by Silver Lake Partners Cayman, L.P., Silver Lake Investors Cayman, L.P., and Silver Lake Technology Investors Cayman, L.P. (collectively, the "Silver Lake Funds").
- (1) Lake Partners Cayman, L.P., Silver Lake Investors Cayman, L.P., and Silver Lake Technology Investors Cayman, L.P. (collectively, the "Silver Lake Funds").
- (2) The Reporting Person is a shareholder and a director of Silver Lake (Offshore) AIV G.P., Ltd., which is the general partner of each of Silver Lake Technology Associates Cayman, L.P. and Silver Lake Technology Investors Cayman, L.P. Silver Lake Technology

## Edgar Filing: SEAGATE TECHNOLOGY - Form 4

Associates Cayman, L.P. is the general partner of each of Silver Lake Partners Cayman, L.P. and Silver Lake Investors Cayman, L.P. Because of his affiliation with the Silver Lake Funds, the Reporting Person may be deemed to have shared voting and dispositive power over the Issuer's Common Shares held by the Silver Lake Funds. The Reporting Person, however, disclaims beneficial ownership of any of the Issuer's Common Shares beneficially owned by the Silver Lake Funds, except to the extent of any pecuniary interest therein.

### **Remarks:**

Please note this is one of two related Form 4 reports.

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.