

**SanDisk Corporation**  
**Share Count Dilution from 1½% Convertible Note Due 2017**

Quarterly Average Stock Price	Dilutive Shares		Total Dilutive Shares [3]	Offsetting Shares from Call Option [4]	Ultimate Dilution at Maturity
	from Convertible Feature (conversion price \$52.37) [1]	Dilutive Shares from Warrants (strike price \$73.325) [2]			
<i>Shares ('000)</i>					
\$52.00	-	-	-	-	-
\$53.00	225	-	225	(225)	-
\$54.00	575	-	575	(575)	-
\$55.00	911	-	911	(911)	-
\$56.00	1,236	-	1,236	(1,236)	-
\$57.00	1,549	-	1,549	(1,549)	-
\$58.00	1,852	-	1,852	(1,852)	-
\$59.00	2,144	-	2,144	(2,144)	-
\$60.00	2,426	-	2,426	(2,426)	-
\$61.00	2,700	-	2,700	(2,700)	-
\$62.00	2,964	-	2,964	(2,964)	-
\$63.00	3,220	-	3,220	(3,220)	-
\$64.00	3,468	-	3,468	(3,468)	-
\$65.00	3,709	-	3,709	(3,709)	-
\$66.00	3,942	-	3,942	(3,942)	-
\$67.00	4,168	-	4,168	(4,168)	-
\$68.00	4,387	-	4,387	(4,387)	-
\$69.00	4,600	-	4,600	(4,600)	-
\$70.00	4,807	-	4,807	(4,807)	-
\$71.00	5,009	-	5,009	(5,009)	-
\$72.00	5,204	-	5,204	(5,204)	-
\$73.00	5,395	-	5,395	(5,395)	-
\$74.00	5,580	174	5,754	(5,580)	174
\$75.00	5,760	426	6,186	(5,760)	426
\$76.00	5,935	672	6,607	(5,935)	672
\$77.00	6,106	911	7,017	(6,106)	911
\$78.00	6,273	1,144	7,417	(6,273)	1,144
\$79.00	6,435	1,371	7,806	(6,435)	1,371
\$80.00	6,593	1,592	8,185	(6,593)	1,592
\$81.00	6,747	1,810	8,557	(6,747)	1,810
\$82.00	6,898	2,020	8,918	(6,898)	2,020
\$83.00	7,045	2,226	9,271	(7,045)	2,226
\$84.00	7,188	2,427	9,615	(7,188)	2,427
\$85.00	7,328	2,623	9,951	(7,328)	2,623
\$86.00	7,465	2,814	10,279	(7,465)	2,814
\$87.00	7,599	3,001	10,600	(7,599)	3,001
\$88.00	7,730	3,185	10,915	(7,730)	3,185
\$89.00	7,857	3,362	11,219	(7,857)	3,362
\$90.00	7,982	3,538	11,520	(7,982)	3,538
\$91.00	8,104	3,708	11,812	(8,104)	3,708
\$92.00	8,224	3,876	12,100	(8,224)	3,876
\$93.00	8,340	4,040	12,380	(8,340)	4,040
\$94.00	8,455	4,199	12,654	(8,455)	4,199
\$95.00	8,567	4,357	12,924	(8,567)	4,357
\$96.00	8,676	4,510	13,186	(8,676)	4,510
\$97.00	8,784	4,661	13,445	(8,784)	4,661
\$98.00	8,889	4,808	13,697	(8,889)	4,808
\$99.00	8,992	4,951	13,943	(8,992)	4,951
\$100.00	9,093	5,094	14,187	(9,093)	5,094

[1] Includes impact of hedge from Call Options

[2] There are no hedges to offset dilution from the warrants.

[3] Dilutive shares for accounting purposes. Does not include impact of offsetting shares from Call Option hedge.

[4] Offsetting shares from Call Options, when exercised, will ultimately offset the dilutive shares from the convertible debt security.