

WALT DISNEY CO/
Form 4
December 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
McCarthy Christine M

(Last) (First) (Middle)
500 SOUTH BUENA VISTA STREET
(Street)

BURBANK, CA 91521

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WALT DISNEY CO/ [DIS]

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2014

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)
EVP - Corporate & Treasurer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|---------------------|----------------------------|
| Restricted Stock Unit | (1) | 12/02/2014(2) | A | 1,519 | | | | | (3) | 12/19/2014 | Disney Common Stock | 1,519 |
| Restricted Stock Unit | (1) | 12/02/2014(4) | A | 1,945 | | | | | (3) | 01/16/2015 | Disney Common Stock | 1,945 |
| Restricted Stock Unit | (1) | 12/02/2014(5) | A | 2,385 | | | | | (3) | 01/18/2015 | Disney Common Stock | 2,385 |
| Restricted Stock Unit | (1) | 12/02/2014(6) | A | 1,846 | | | | | (3) | 01/26/2015 | Disney Common Stock | 1,846 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Christine M 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521 | | | EVP - Corporate & Treasurer | |

Signatures

Roger J. Patterson (POA on file) 12/04/2014

**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) Converts at 1-for-1.
- (2) Restricted stock units were awarded during the Company's 2014 fiscal year and were subject to performance conditions, which were satisfied as to 1,519 shares on December 2, 2014.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 1,945 shares (including accumulated dividend equivalents) on December 2, 2014.
- (5)

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Restricted stock units were awarded during the Company's 2012 fiscal year and were subject to performance conditions, which were satisfied as to 2,385 shares (including accumulated dividend equivalents) on December 2, 2014.

- (6) Restricted stock units were awarded during the Company's 2011 fiscal year and were subject to performance conditions, which were satisfied as to 1,846 shares (including accumulated dividend equivalents) on December 2, 2014.

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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