

McCarthy Christine M  
 Form 4  
 November 29, 2018

**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 \*  
 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)  
 11/27/2018

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)  
 SEVP-Chief Financial Officer

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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D)		(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
				(A)	(D)					
Restricted Stock Unit	(1)	11/27/2018 <sup>(2)</sup>	A	7,278.2971			(3)	12/17/2018	Disney Common Stock	7,278.2971
Restricted Stock Unit	(1)	11/27/2018 <sup>(4)</sup>	A	2,246.5026			(3)	12/17/2018	Disney Common Stock	2,246.5026
Restricted Stock Unit	(1)	11/27/2018 <sup>(5)</sup>	A	1,411.4218			(3)	12/18/2018	Disney Common Stock	1,411.4218
Restricted Stock Unit	(1)	11/27/2018 <sup>(6)</sup>	A	3,047.8433			(3)	12/19/2018	Disney Common Stock	3,047.8433
Restricted Stock Unit	(1)	11/27/2018 <sup>(7)</sup>	A	2,374.606			(3)	12/21/2018	Disney Common Stock	2,374.606

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Christine M 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			SEVP-Chief Financial Officer	

### Signatures

Roger J. Patterson (POA on file)                                  11/29/2018

\*\*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 2016 fiscal year and were subject to performance conditions, which were satisfied as to 7,278.2971 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and accumulated dividend equivalents) on November 27, 2018.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2016 fiscal year and were subject to performance conditions, which were satisfied as to 2,246.5026 shares (including accumulated dividend equivalents) on November 27, 2018.

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- (5) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 1,411.4218 shares (including accumulated dividend equivalents) on November 27, 2018.
- (6) Restricted stock units were awarded during the Company's 2018 fiscal year and were subject to performance conditions, which were satisfied as to 3,047.8433 shares (including accumulated dividend equivalents) on November 27, 2018.
- (7) Restricted stock units were awarded during the Company's 2017 fiscal year and were subject to performance conditions, which were satisfied as to 2,374.6060 shares (including accumulated dividend equivalents) on November 27, 2018.

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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