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McCarthy C	hristine M											
Form 4	012											
January 18, 2	_											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549							Nome Number:	3235-0287			
Check the if no long			Expires:	January 31,								
subject to		MENT O	F CHAI		Estimated	2005 average						
Section 16.				SECUI	RITIES	burden hou	0					
Form 4 o Form 5								response	0.5			
obligation	nc *						nge Act of 1934,					
may cont				•	•	• •	of 1935 or Section	on				
See Instru	uction	30(h)	of the I	nvestmen	t Compan	y Act of 1	.940					
1(b).												
(Print or Type I	Responses)											
1. Name and A	ddress of Reporting	Person *	2 Icen	ar Nama an	d Ticker or	Trading	5. Relationshin o	of Reporting Per	rson(s) to			
McCarthy C			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			-	DISNEY	CO/ IDI	S1						
			WALT DISNEY CO/ [DIS]				(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction									
500 SOUTH BUENA VISTA			(Month/Day/Year) 01/16/2013				Director 10% Owner X Officer (give title Other (specify					
STREET		1	01/10/2013				below) below)					
STREET								Corporate & Trea				
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person							
DIIDDANI	CA 01521							More than One R				
BURBANK	, CA 91521						Person					
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securiti		5. Amount of	6. Ownership	7. Nature of			
-	(Month/Day/Year)	Execution	Date, if		nAcquired			Form: Direct	Indirect			
(Instr. 3)		any (Month/Da	av/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Ownership			
		(month/D)	uy, reur)	(1150.0)	(1150.5,	und 5)	Following	(Instr. 4)	(Instr. 4)			
						(A)	Reported					
						or	Transaction(s)					
				Code V	Amount	(D) Price	(Instr. 3 and 4)					
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities bene	ficially owr	ned directly	or indirectly.					
					Perso	ns who res	spond to the colle		SEC 1474			
							tained in this form		(9-02)			
							ond unless the fo ntly valid OMB co					
					numbe							

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Ye	ear) (Instr. 8)) Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
				Code N	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 51.29	01/16/2013		А	42,533		<u>(1)</u>	01/16/2023	Disney Common Stock	42,533
Reporting Owners										
Reporting Owner Name / Address					Relation	ships				
			Director	10% Owner	Officer			Other		
McCarthy Christine M 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			Г		EVP - Co	orpor				
Signa	tures									

Roger J. Patterson (POA 01/18/2013 on file) Date

**Signature of Reporting Person

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).

Options were granted under the Company's 2011 Stock Incentive Plan in a transaction exempt under Rule 16(b)-3. The options vest in four equal installments on each January 16 of 2014 through 2017. In connection with this stock option award, the reporting person also (1) was awarded restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on

the extent to which the performance criteria are satisfied, and ranges from zero to 19,230. 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.

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