WALT DISNEY CO/ Form 4 April 02, 2014

## FORM 4

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

OMB agas

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIA

Number: 3235-0287 Expires: January 31,

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
Section 16.
Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction 1(b).

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 \*\*
Sandberg Sheryl

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

5. Relationship of Reporting Person(s) to Issuer

WALT DISNEY CO/ [DIS]

(Last) (First)

STREET

(City)

3. Date of Earliest Transaction

\_X\_\_ Director \_\_\_\_\_ 10% Owner

(Check all applicable)

500 SOUTH BUENA VISTA

(Middle)

(Zip)

(Month/Day/Year)

Officer (give title Other (specify below)

03/31/2014

(Street)

(State)

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
\_\_\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BURBANK, CA 91521

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Beneficial
Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4)
Reported

 $\begin{array}{ccc} & & (A) \\ & \text{or} \\ \\ \text{Code} & V & \text{Amount} & (D) \end{array}$ 

Transaction(s)
(Instr. 3 and 4)

Disney
Common 03/31/2014 A

809.5 A \$ 17,197.1 D

Price

Stock

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)

#### Edgar Filing: WALT DISNEY CO/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration e Date		or		
								Title	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sandberg Sheryl 500 SOUTH BUENA VISTA STREET X BURBANK, CA 91521

## **Signatures**

Roger J. Patterson (POA on file) 04/02/2014

\*\*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).

171.8 of such stock units have been credited to the reporting person's account under The Walt Disney Company's Amended and Restated 1997 Non-Employee Directors Stock and Deferred Compensation Plan (or the 2011 Stock Incentive Plan, as successor plan thereto),

(1) pursuant to the elective deferral provisions of the Plan. An additional 531.1 stock units were credited as a quarterly grant under the Plan, as described in the Company's compensation policy for non-employee directors. The total also reflects an adjustment crediting the amount to include dividends accrued pursuant to a dividend reinvestment plan of the Company and a deduction for cash paid in lieu of fractional shares when stock units are converted to shares.

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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