WALT DISNEY CO/ Form 4 July 02, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Expires:

5. Relationship of Reporting Person(s) to

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Sandberg Sheryl

(City)

Sandocig Sheryi			Symbol	100001				
			WALT DISNEY CO/ [DIS]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, , ,				
500 SOUTH STREET	I BUENA V	TSTA	(Month/Day/Year) 06/30/2014	X Director 10% Owner of the open				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec				

2. Issuer Name and Ticker or Trading

BURBANK, CA 9152

(State)

1. Name and Address of Reporting Person \*

:)	4. If Amer	ndment, Date Original	6. Individual or Jo	int/Group Filin	g(Check	
	Filed(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
521			Form filed by More than One Reporting Person			
)	(Zip) Table	e I - Non-Derivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned	
	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct		

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Disney Common Stock	06/30/2014		A	671.8 (1)	A	\$ 83.69	17,868.9	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

# **Signatures**

Roger J. Patterson (POA 07/02/2014 on file)

\*\*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).
  - 164.3 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 507.8 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 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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