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Form 4	0/								
December 04, 20	14							0.115	
FORM 4	UNITED	STATES	SECU	DITIES	AND FY	CHANCE		Т	PPROVAL
Washington, D.C. 20549								OMB Number:	3235-0287
Check this boy if no longer								Expires:	January 31, 2005
subject to Section 16. Form 4 or Form 5	STATEN		SECUI	Estimated burden hou response	average Jrs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the l	Public U	Itility Hol	ding Co		inge Act of 1934, t of 1935 or Section 1940	on	
(Print or Type Respo	onses)								
1. Name and Addres Rasulo James A	2. Issuer Name and Ticker or Trading Symbol WALT DISNEY CO/ [DIS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransactio	1	(Che	ck an applicabl	()
500 SOUTH BU STREET	(Month/Day/Year) 12/02/2014				Director 10% Owner X_Officer (give title Other (specify below) Sr. Exec VP and CFO				
· · · · · · · · · · · · · · · · · · ·	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
BURBANK, CA	91521						Person	wore than one K	epotting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D(Instr. 3)(Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	-	-	-		
					infor requ	mation con ired to resp ays a curre	spond to the colle tained in this form ond unless the fou ently valid OMB co	i are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(2)</u>		А	5,682		(3)	12/19/2014	Disney Common Stock	5,682
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(4)</u>		А	7,544		(3)	01/16/2015	Disney Common Stock	7,544
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(5)</u>		А	8,945		<u>(3)</u>	01/18/2015	Disney Common Stock	8,945
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(6)</u>		A	8,582		(3)	01/26/2015	Disney Common Stock	8,582

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rasulo James A 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			Sr. Exec VP and CFO				
Signatures							

Signatures

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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 5,682 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 7,544 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 8,945 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 8,582 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. 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.