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

Form 4	1 CO/								
December 04, 2	014								
FORM 4		STATES	SECU	DITIFS	AND FY	CHANCE	F COMMISSION		PPROVAL
Washington, D.C. 20549									3235-0287
Check this bo if no longer								Expires:	January 31, 2005
subject to Section 16. Form 4 or Form 5	STATEN		SECUI	Estimated burden hou response	average Irs per				
obligations may continue <i>See</i> Instruction 1(b).	Section 17(	a) of the l	Public U	Jtility Ho	ding Co		inge Act of 1934, t of 1935 or Section 1940	on	
(Print or Type Resp	onses)								
1. Name and Addro Mayer Kevin A	2. Issuer Name <b>and</b> 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 Earliest Transaction					(Cne	ск ан аррисаы	e)
500 SOUTH B	(Month/Day/Year) 12/02/2014				Director 10% Owner X_ Officer (give title Other (specify below) below) EVP-Corp Strat & Business Dev				
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>					
BURBANK, C.	A 91521						Person		eporting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned
	ransaction Date onth/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	. 1	6 1 1	c	Code V					
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	Pers infor requ	ons who re mation con ired to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	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	Е
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)	Acquir (A) or Dispos (D) (Instr. and 5)	ed 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	2,060	5	(3)	12/19/2014	Disney Common Stock	2,066
Restricted Stock Unit	<u>(1)</u>	12/02/2014(4)		А	2,663	3	(3)	01/16/2015	Disney Common Stock	2,663
Restricted Stock Unit	<u>(1)</u>	12/02/2014(5)		А	3,00	l	(3)	01/18/2015	Disney Common Stock	3,001
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(6)</u>		А	2,979	)	(3)	01/26/2015	Disney Common Stock	2,979
Restricted Stock Unit	<u>(1)</u>	12/02/2014 <u>(7)</u>		A	1,349	)	(3)	03/05/2015	Disney Common Stock	1,349

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
I State and a state	Director	10% Owner	Officer	Other			
Mayer Kevin A 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			EVP-Corp Strat & Business Dev				
Signatures							

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 2,066 shares on December 2, 2014.
- (3) The stock unit award vests on the Expiration Date.

#### **Reporting Owners**

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- (4) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 2,663 shares (including accumulated dividend equivalents) on December 2, 2014.
- (5) Restricted stock units were awarded during the Company's 2012 fiscal year and were subject to performance conditions, which were satisfied as to 3,001 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 2,979 shares (including accumulated dividend equivalents) on December 2, 2014.
- (7) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 1,349 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.