

WALT DISNEY CO/
Form 4
January 20, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parker Mary Jayne

(Last) (First) (Middle)

500 SOUTH BUENA VISTA
STREET

(Street)

BURBANK, CA 91521-0966

(City) (State) (Zip)

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

WALT DISNEY CO/ [DIS]

3. Date of Earliest Transaction
(Month/Day/Year)

01/16/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

EVP and Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of 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)
Disney Common Stock	01/16/2016		M	2,123.3146 (1)	A \$ 95.17 3,991.3146	D	
Disney Common Stock	01/16/2016		F	845.3146 (2)	D \$ 95.17 3,146	D	
Disney Common Stock	01/16/2016		M	12,738.2126 (3)	A \$ 95.17 15,884.2126	D	
Disney Common	01/16/2016		F	5,425.2126 (4)	D \$ 95.17 10,459	D	

Stock

Disney Common Stock	01/18/2016	M	2,852.8186 (1)	A	\$ 95.17	13,311.8186	D
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Disney Common Stock	01/18/2016	F	1,489.8186 (5)	D	\$ 95.17	11,822	D
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Disney Common Stock						13,273.659 (6)	I	By 401(k)
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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Unit	<u>(7)</u>	01/16/2016		M		2,123.3146		<u>(1)</u>	01/16/2016	Disney Common Stock	2,123.3146
Restricted Stock Unit	<u>(7)</u>	01/16/2016		M		12,738.2126		<u>(3)</u>	01/16/2016	Disney Common Stock	12,738.2126
Restricted Stock Unit	<u>(7)</u>	01/18/2016		M		2,852.8186		<u>(1)</u>	01/18/2016	Disney Common Stock	2,852.8186

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Parker Mary Jayne
500 SOUTH BUENA VISTA STREET
BURBANK, CA 91521-0966

EVP and
Chief HR
Officer

Signatures

Roger J. Patterson (POA
on file)

01/20/2016

__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).

Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive

- (1) Plan, previously reported on a Form 4 dated December 3, 2015. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 845.3146 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (2) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive

- (3) Plan, previously reported on a Form 4 dated December 18, 2015. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 5,425.2126 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (4) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

The 1,489.8186 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (5) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

- (6) Shares held in The Walt Disney Stock Fund as of January 19, 2016. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.

- (7) Converts at 1-for-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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