

Mayer Kevin A
Form 4
November 30, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayer Kevin A

(Last) (First) (Middle)

500 SOUTH BUENA VISTA
STREET

(Street)

BURBANK, CA 91521

(City) (State) (Zip)

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

WALT DISNEY CO/ [DIS]

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

11/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEVP and Chief Strat Officer

6. Individual or Joint/Group Filing(Check
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

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)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit	<u>(1)</u>	11/28/2017 <u>(2)</u>	A		2,205.2342		<u>(3)</u>	12/17/2017	Disney Common Stock	2,205.2342
Restricted Stock Unit	<u>(1)</u>	11/28/2017 <u>(4)</u>	A		1,862.8325		<u>(3)</u>	12/18/2017	Disney Common Stock	1,862.8325
Restricted Stock Unit	<u>(1)</u>	11/28/2017 <u>(5)</u>	A		7,743.9581		<u>(3)</u>	12/18/2017	Disney Common Stock	7,743.9581
Restricted Stock Unit	<u>(1)</u>	11/28/2017 <u>(6)</u>	A		2,196.4401		<u>(3)</u>	12/19/2017	Disney Common Stock	2,196.4401
Restricted Stock Unit	<u>(1)</u>	11/28/2017 <u>(7)</u>	A		2,333.4923		<u>(3)</u>	12/21/2017	Disney Common Stock	2,333.4923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Kevin A 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			SEVP and Chief Strat Officer	

Signatures

Roger J. Patterson (POA on file) 11/30/2017

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 2016 fiscal year and were subject to performance conditions, which were satisfied as to 2,205,2342 shares (including accumulated dividend equivalents) on November 28, 2017.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 1,862.8325 shares (including accumulated dividend equivalents) on November 28, 2017.
- (5) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 7,743.9581 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and

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accumulated dividend equivalents) on November 28, 2017.

- (6) Restricted stock units were awarded during the Company's 2014 fiscal year and were subject to performance conditions, which were satisfied as to 2,196.4401 shares (including accumulated dividend equivalents) on November 28, 2017.
- (7) Restricted stock units were awarded during the Company's 2017 fiscal year and were subject to performance conditions, which were satisfied as to 2,333.4923 shares (including accumulated dividend equivalents) on November 28, 2017.

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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