

WALT DISNEY CO/
Form 3
February 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>STAGGS THOMAS O</p> <p>(Last) (First) (Middle)</p> <p>500 SOUTH BUENA VISTA STREET</p> <p>(Street)</p> <p>BURBANK, CA 91521</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/04/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WALT DISNEY CO/ [DIS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Disney Common Stock	85,984	D	À
Disney Common Stock	8,060.746 ⁽¹⁾	I	By 401(k)
Disney Common Stock	160,366	I	As Trustee
Disney Common Stock	56,544	I	By Spouse

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â <u>(2)</u>	01/13/2020	Disney Common Stock	107,767	\$ 31.12	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	01/26/2021	Disney Common Stock	158,659	\$ 39.6475	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	01/18/2022	Disney Common Stock	170,032	\$ 38.75	D	Â
Restricted Stock Unit	Â <u>(4)</u>	01/18/2016	Disney Common Stock	9,055 <u>(5)</u>	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	01/16/2023	Disney Common Stock	164,954	\$ 51.29	D	Â
Restricted Stock Unit	Â <u>(8)</u>	01/16/2017	Disney Common Stock	15,274 <u>(5)</u>	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	12/19/2023	Disney Common Stock	110,849	\$ 72.59	D	Â
Restricted Stock Unit	Â <u>(10)</u>	12/19/2017	Disney Common Stock	16,728.6955 <u>(5)</u>	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(11)</u>	12/18/2024	Disney Common Stock	97,661	\$ 92.235	D	Â
Restricted Stock Unit	Â <u>(12)</u>	12/18/2018	Disney Common Stock	17,955	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAGGS THOMAS O 500 SOUTH BUENA VISTA STREET	Â	Â	Â Chief Operating	Â

BURBANK, CA 91521

Officer

Signatures

Roger J. Patterson (POA
on file)

02/06/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares held in The Walt Disney Stock Fund as of February 4, 2015. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (2) Option was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.
- (3) Option was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 127,524 shares. The remaining unvested portion of the option vests in a single installment of 42,508 shares on January 18, 2016.
- (4) This Stock Unit Award was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to its remaining 9,055 stock units plus dividend equivalent units on these units on January 18, 2016.
- (5) Includes dividend equivalents accrued since the date of the award.
- (6) Converts at 1-for-1.
- (7) Option was granted under The Walt Disney Company's Stock Incentive Plan in a transaction exempt under Rule 16(b)-3. The option has vested as to 82,477 shares. The remaining unvested portion of the option vests as to 41,238 shares on January 16, 2016 and as to 41,239 shares on January 16, 2017. In connection with this stock option award, the reporting person also was awarded 29,831 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 45,820.32 including dividends accrued to date plus dividends that may accrue in the future.
- (8) This Stock Unit Award was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 7,637 stock units plus dividend equivalent units on these units on each January 16 of 2016 and 2017.
- (9) Option was granted under the Company's 2011 Stock Incentive Plan in a transaction exempt under Rule 16(b)-3. The option has vested as to 27,712 shares. The remaining unvested portion of the option vests as to 27,712 shares on each December 19 of 2015 and 2016, and as to 27,713 shares on December 19, 2017. In connection with this stock option award, the reporting person also was awarded 21,946 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 33,322 including dividends accrued to date plus dividends that may accrue in the future.
- (10) This Stock Unit Award was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 5,576.6955 stock units plus dividend equivalent units on these units on December 19, 2015, and as to 5,576 stock units plus dividend equivalent units on these units on each December 19 of 2016 and 2017.
- (11) Option was granted under The Walt Disney Company's Stock Incentive Plan in a transaction exempt under Rule 16(b)-3. The options vest in three installments of 24,415 shares on each December 18 of 2015, 2016 and 2017, and in one installment of 24,416 shares on December 18, 2018. In connection with this stock option award, the reporting person also was awarded 17,955 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 26,932.5 plus dividends that may accrue in the future.
- (12) This Stock Unit Award was granted under The Walt Disney Company's Amended and Restated Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 4,488 stock units plus dividend equivalent units on these units on December 18, 2015, and as to 4,489 stock units plus dividend equivalent units on these units on each December 18 of 2016, 2017 and 2018.

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Remarks:

Signatures

Exhibit List

Exhibit 24 - Power of Attorney

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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