

WALT DISNEY CO/
Form 4
June 03, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
06/01/2015

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 below) ___ Other (specify below)

EVP and Chief HR 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	(A) or (D)	Price
Disney Common Stock	06/01/2015		M		2,700	A	\$ 31.12
Disney Common Stock	06/01/2015		S		<u>2,700</u> (1)	D	\$ 111.007
Disney Common Stock	06/02/2015		M		48,091	A	\$ 31.12
Disney Common	06/02/2015		M		30,571	A	\$ 39.6475

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Stock									
Disney Common Stock	06/02/2015	S	78,662 (2)	D	\$ 111.0669	0		D	
Disney Common Stock	06/03/2015	M	18,668	A	\$ 39.6475	18,668		D	
Disney Common Stock	06/03/2015	M	39,674	A	\$ 38.75	58,342		D	
Disney Common Stock	06/03/2015	S	58,342	D	\$ 111.2	0		D	
Disney Common Stock						13,107.184 (3)	I		By 401(k)

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.12	06/01/2015		M	2,700	(4) 01/13/2020	Disney Common Stock	2,700
Stock Option (Right to Buy)	\$ 31.12	06/02/2015		M	48,091	(4) 01/13/2020	Disney Common Stock	48,091
Stock Option	\$ 39.6475	06/02/2015		M	30,571	(4) 01/26/2021	Disney Common	30,571

(Right to Buy)									Stock
Stock Option (Right to Buy)	\$ 39.6475	06/03/2015	M	18,668	(4)	01/26/2021	Disney Common Stock	18,668	
Stock Option (Right to Buy)	\$ 38.75	06/03/2015	M	39,674	(5)	01/18/2022	Disney Common Stock	39,674	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parker Mary Jayne 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521-0966			EVP and Chief HR Officer	

Signatures

Roger J. Patterson (POA on file) 06/03/2015

**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) Shares were sold in two transactions pursuant to a single sell order. Sale prices of individual transactions were 1900 shares sold for \$111.01 per share and 800 shares sold for \$111.00 per share.
- (2) Shares were sold in twenty-six incremental transactions pursuant to a single sell order. Sale prices of individual transactions ranged from \$111.00 to \$111.24. Upon request, the reporting person will provide to the Securities and Exchange Commission, to the Issuer of the securities herein, or to a securities holder the complete sales data, including the number of shares sold at each separate price.
- (3) Shares held in The Walt Disney Stock Fund as of June 2, 2015. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (4) The option is fully vested.
- (5) Option was granted under the Company's 2011 Stock Incentive Plan in a transaction exempt under Rule 16(b)-3. The option vests as to its remaining 13,225 shares on January 18, 2016

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.