WALT DISNEY CO/ Form 4

December 30, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

STREET

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

Parker Mary Jayne

2. Issuer Name and Ticker or Trading Symbol

WALT DISNEY CO/ [DIS]

(Month/Day/Year)

3. Date of Earliest Transaction

12/26/2013

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

EVP and Chief HR Officer

X\_ Officer (give title

Director

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

BURBANK, CA 91521-0966

500 SOUTH BUENA VISTA

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		Disposed		Acquired (A) Disposed of (Instr. 3, 4, and	of (D)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Restricted Stock Unit	\$ 0 (1)	12/26/2013(2)		A		15,797.73		(3)	01/26/2014	Disney Common Stock	15,79

# **Reporting Owners**

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

# **Signatures**

Roger J. Patterson (POA 12/30/2013 on file)

\*\*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.
- Restricted stock units were awarded during the Company's 2011 fiscal year and were subject to performance conditions, which were (2) satisfied as to 15,797.73 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and
- accumulated dividend equivalents) on December 26, 2013.
- (3) The stock unit award vests on the Expiration Date.

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.

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