

WOODFORD BRENT  
Form 4  
April 24, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WOODFORD BRENT

(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)  
04/22/2013

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)  
SVP, Planning and Control

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Disney Common Stock             | 04/22/2013                           |                                                    | M                              | 2,000                                                             | A \$ 20.81                                                                                    | 29,812.663                                               | D                                 |
| Disney Common Stock             | 04/22/2013                           |                                                    | S                              | 3,000<br>(1)                                                      | D \$ 61.75                                                                                    | 26,812.663                                               | D                                 |
| Disney Common Stock             | 04/23/2013                           |                                                    | M                              | 4,000                                                             | A \$ 20.81                                                                                    | 30,812.663                                               | D                                 |
| Disney Common                   | 04/23/2013                           |                                                    | S                              | 2,000<br>(1)                                                      | D \$ 62.5                                                                                     | 28,812.663                                               | D                                 |

Edgar Filing: WOODFORD BRENT - Form 4

|                     |            |   |                             |   |          |                        |   |  |                  |
|---------------------|------------|---|-----------------------------|---|----------|------------------------|---|--|------------------|
| Stock               |            |   |                             |   |          |                        |   |  |                  |
| Disney Common Stock | 04/23/2013 | S | <u>2,000</u> <sup>(1)</sup> | D | \$ 62.37 | 26,812.663             | D |  |                  |
| Disney Common Stock | 04/24/2013 | M | 2,000                       | A | \$ 20.81 | 28,812.663             | D |  |                  |
| Disney Common Stock | 04/24/2013 | S | <u>3,000</u> <sup>(1)</sup> | D | \$ 62.75 | 25,812.663             | D |  |                  |
| Disney Common Stock |            |   |                             |   |          | 100                    | I |  | By Spouse in IRA |
| Disney Common Stock |            |   |                             |   |          | 259.397 <sup>(2)</sup> | I |  | By 401(k)        |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 20.81                                               | 04/22/2013                           |                                                    | M                              | 2,000                                                                                   | <sup>(3)</sup> 01/14/2016                                | Disney Common Stock                                           | 2,000                         |
| Stock Option (Right to Buy)                | \$ 20.81                                               | 04/23/2013                           |                                                    | M                              | 4,000                                                                                   | <sup>(3)</sup> 01/14/2016                                | Disney Common Stock                                           | 4,000                         |

|                                      |          |            |   |       |            |            |                           |       |
|--------------------------------------|----------|------------|---|-------|------------|------------|---------------------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 20.81 | 04/24/2013 | M | 2,000 | <u>(3)</u> | 01/14/2016 | Disney<br>Common<br>Stock | 2,000 |
|--------------------------------------|----------|------------|---|-------|------------|------------|---------------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                           |       |
|---------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                   | Other |
| WOODFORD BRENT<br>500 SOUTH BUENA VISTA STREET<br>BURBANK, CA 91521 |               |           | SVP, Planning and Control |       |

## Signatures

Roger J. Patterson (POA  
on file) 04/24/2013

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Shares held in The Walt Disney Stock Fund as of April 22, 2013. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (3) The option is fully vested.

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.