

WALT DISNEY CO/
Form 4
December 01, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Christine M

(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)
11/29/2016

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)

SEVP-Chief Financial 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>	11/29/2016 <u>(2)</u>	A		2,168.5829		<u>(3)</u>	12/17/2016	Disney Common Stock	2,168.5829	
Restricted Stock Unit	<u>(1)</u>	11/29/2016 <u>(4)</u>	A		1,355.8522		<u>(3)</u>	12/18/2016	Disney Common Stock	1,355.8522	
Restricted Stock Unit	<u>(1)</u>	11/29/2016 <u>(5)</u>	A		1,580.4036		<u>(3)</u>	12/19/2016	Disney Common Stock	1,580.4036	
Restricted Stock Unit	<u>(1)</u>	11/29/2016 <u>(6)</u>	A		9,195.4056		<u>(3)</u>	12/19/2016	Disney Common Stock	9,195.4056	
Restricted Stock Unit	<u>(1)</u>	11/29/2016 <u>(7)</u>	A		1,962.3839		<u>(3)</u>	01/16/2017	Disney Common Stock	1,962.3839	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Christine M 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			SEVP-Chief Financial Officer	

Signatures

Roger J. Patterson (POA on file)	12/01/2016
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****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 2168.5829 shares (including accumulated dividend equivalents) on November 29, 2016.
- (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 1355.8522 shares (including accumulated dividend equivalents) on November 29, 2016.
- (5) Restricted stock units were awarded during the Company's 2014 fiscal year and were subject to performance conditions, which were satisfied as to 1580.4036 shares (including accumulated dividend equivalents) on November 29, 2016.

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- Restricted stock units were awarded during the Company's 2014 fiscal year and were subject to performance conditions, which were
- (6) satisfied as to 9,195.4056 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and accumulated dividend equivalents) on November 29, 2016.
 - (7) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 1962.3839 shares (including accumulated dividend equivalents) on November 29, 2016.

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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