

WALT DISNEY CO/
Form 4
December 01, 2016

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) Other (specify below)
SEVP-Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount/Number of Shares |
|-----------------------|------------------------------|------------------|-----------------|---------------------------------|------------|-----|------------------|-----------------|---------------------|-------------------------|
| Restricted Stock Unit | (1) | 11/29/2016(2) | A | | 2,168.5829 | | (3) | 12/17/2016 | Disney Common Stock | 2,168.5829 |
| Restricted Stock Unit | (1) | 11/29/2016(4) | A | | 1,355.8522 | | (3) | 12/18/2016 | Disney Common Stock | 1,355.8522 |
| Restricted Stock Unit | (1) | 11/29/2016(5) | A | | 1,580.4036 | | (3) | 12/19/2016 | Disney Common Stock | 1,580.4036 |
| Restricted Stock Unit | (1) | 11/29/2016(6) | A | | 9,195.4056 | | (3) | 12/19/2016 | Disney Common Stock | 9,195.4056 |
| Restricted Stock Unit | (1) | 11/29/2016(7) | A | | 1,962.3839 | | (3) | 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

**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. 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.