WALT DISNEY CO/

Form 4 June 03, 2015

# FORM 4

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

**OMB APPROVAL OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

Form 5

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Parker Mary Jayne

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WALT DISNEY CO/ [DIS]

3. Date of Earliest Transaction (Month/Day/Year)

06/01/2015

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

EVP and Chief HR Officer

6. Individual or Joint/Group Filing(Check

500 SOUTH BUENA VISTA **STREET** 

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

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

Person

BURBANK, CA 91521-0966

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit orDisposed (Instr. 3,	of (D)		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)
Disney Common Stock	06/01/2015		Code V M	Amount 2,700	(D)	Price \$ 31.12	2,700	D	
Disney Common Stock	06/01/2015		S	2,700 (1)	D	\$ 111.007	0	D	
Disney Common Stock	06/02/2015		M	48,091	A	\$ 31.12	48,091	D	
Disney Common	06/02/2015		M	30,571	A	\$ 39.6475	78,662	D	

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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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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.12	06/01/2015		M	2,700	<u>(4)</u>	01/13/2020	Disney Common Stock	2,700
Stock Option (Right to Buy)	\$ 31.12	06/02/2015		M	48,091	<u>(4)</u>	01/13/2020	Disney Common Stock	48,091
Stock Option	\$ 39.6475	06/02/2015		M	30,571	<u>(4)</u>	01/26/2021	Disney Common	30,571

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(Right to Buy)						Stock	
Stock Option (Right to Buy)  \$ 39.64	75 06/03/2015	M	18,668	<u>(4)</u>	01/26/2021	Disney Common Stock	18,668
Stock Option (Right to Buy)  \$ 38.7	5 06/03/2015	М	39,674	<u>(5)</u>	01/18/2022	Disney Common Stock	39,674

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
comporting of the common contraction	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 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.
- Shares were sold in twenty-six incremental transactions pursuant to a single sell order. Sale prices of individual transactions ranged from (2) \$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.
- 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.

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