

WALT DISNEY CO/
Form 4
January 20, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayer Kevin A

(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)

01/16/2016

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 and Chief Strat 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)
Disney Common Stock	01/16/2016		M	2,729.5474 (1)	A \$ 95.17 36,581.5474	D	
Disney Common Stock	01/16/2016		F	1,062.5474 (2)	D \$ 95.17 35,519	D	
Disney Common Stock	01/16/2016		M	16,378.1462 (3)	A \$ 95.17 51,897.1462	D	
Disney Common	01/16/2016		F	7,413.1462 (4)	D \$ 95.17 44,484	D	

Stock

Disney Common Stock	01/18/2016	M	3,076.6286 (1)	A	\$ 95.17	47,560.6286	D
---------------------------	------------	---	-------------------	---	-------------	-------------	---

Disney Common Stock	01/18/2016	F	1,606.6286 (5)	D	\$ 95.17	45,954	D
---------------------------	------------	---	-------------------	---	-------------	--------	---

Disney Common Stock						65	I	By Mayer Family Trust
---------------------------	--	--	--	--	--	----	---	--------------------------------

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nun Sha
Restricted Stock Unit	(6)	01/16/2016		M	2,729.5474	(1) 01/16/2016	Disney Common Stock 2,
Restricted Stock Unit	(6)	01/16/2016		M	16,378.1462	(3) 01/16/2016	Disney Common Stock 16
Restricted Stock Unit	(6)	01/18/2016		M	3,076.6286	(1) 01/18/2016	Disney Common Stock 3,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mayer Kevin A
500 SOUTH BUENA VISTA STREET
BURBANK, CA 91521

SEVP and Chief Strat Officer

Signatures

Roger J. Patterson (POA
on file)

01/20/2016

__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).

Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive

- (1) Plan, previously reported on a Form 4 dated December 3, 2015. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 1,062.5474 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (2) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive

- (3) Plan, previously reported on a Form 4 dated December 18, 2015. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 7,413.1462 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (4) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

The 1,606.6286 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

- (5) withholding tax obligations of reporting person and do not constitute an actual sale or other open-market transaction. The total also reflects a deduction for cash paid in lieu of fractional shares upon conversion of previously-granted units to shares.

- (6) Converts at 1-for-1.

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.