WALT DISNEY CO/

Form 4

January 28, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

Number:

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may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BRAVERMAN ALAN N			2. Issuer Name <b>and</b> Ticker or Trading Symbol WALT DISNEY CO/ [DIS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(			
500 SOUTH BUENA VISTA STREET			(Month/Day/Year) 01/26/2014	Director 10% Owner Softicer (give title Other (specify below) Sr EVP, General Counsel & Secy			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
BURBANK, CA 91521				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	quired (A) or ) (A) or		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	01/26/2014		Code V M	Amount 33,145.4816 (1)	(D)	Price \$ 73.47	258,544.4416	D		
Disney Common Stock	01/26/2014		F	16,528.4816 (2)	D	\$ 73.47	242,015.96	D		
Disney Common Stock							10,372.538 (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. Transaction Code (Instr. 8)	1 '		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Restricted Stock Unit	\$ 0 (4)	01/26/2014		M		33,145.4816	<u>(1)</u>	01/26/2014	Disney Common Stock	33

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRAVERMAN ALAN N 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521

Sr EVP, General Counsel & Secy

## **Signatures**

Roger J. Patterson (POA on file)

01/28/2014

\*\*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 Form 4s dated December 5, 2013 and December 30, 2013. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- The 16,528.4816 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge 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 upoin conversion of previously-granted units to shares.
- (3) Shares held in The Walt Disney Stock Fund as of January 27, 2014. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (4) 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.

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