

Parker Mary Jayne
 Form 4
 November 29, 2018

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 *
 Parker Mary Jayne

(Last) (First) (Middle)

500 SOUTH BUENA VISTA STREET

(Street)

BURBANK, CA 91521-0966

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WALT DISNEY CO/ [DIS]

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2018

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)

Sr EVP and Chief HR 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 (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 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) Disposed of (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount/Number of Shares |
|-----------------------|------------------------------|------------------|-----------------|---|-----|------------------|-----------------|---------------------|-------------------------|
| | | | | (A) | (D) | | | | |
| Restricted Stock Unit | (1) | 11/27/2018(2) | A | 4,927.2139 | | (3) | 12/17/2018 | Disney Common Stock | 4,927.2139 |
| Restricted Stock Unit | (1) | 11/27/2018(4) | A | 1,520.5226 | | (3) | 12/17/2018 | Disney Common Stock | 1,520.5226 |
| Restricted Stock Unit | (1) | 11/27/2018(5) | A | 1,904.4054 | | (3) | 12/18/2018 | Disney Common Stock | 1,904.4054 |
| Restricted Stock Unit | (1) | 11/27/2018(6) | A | 2,200.893 | | (3) | 12/19/2018 | Disney Common Stock | 2,200.893 |
| Restricted Stock Unit | (1) | 11/27/2018(7) | A | 1,607.6803 | | (3) | 12/21/2018 | Disney Common Stock | 1,607.6803 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parker Mary Jayne 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521-0966 | | | Sr EVP and Chief HR Officer | |

Signatures

Roger J. Patterson (POA on file) 11/29/2018

**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.
Restricted stock units were awarded during the Company's 2016 fiscal year and were subject to performance conditions, which were satisfied as to 4,927.2139 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and accumulated dividend equivalents) on November 27, 2018.
 - (3) The stock unit award vests on the Expiration Date.
 - (4) Restricted stock units were awarded during the Company's 2016 fiscal year and were subject to performance conditions, which were satisfied as to 1,520.5226 shares (including accumulated dividend equivalents) on November 27, 2018.

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- (5) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 1,904.4054 shares (including accumulated dividend equivalents) on November 27, 2018.
- (6) Restricted stock units were awarded during the Company's 2018 fiscal year and were subject to performance conditions, which were satisfied as to 2,200.8930 shares (including accumulated dividend equivalents) on November 27, 2018.
- (7) Restricted stock units were awarded during the Company's 2017 fiscal year and were subject to performance conditions, which were satisfied as to 1,607.6803 shares (including accumulated dividend equivalents) on November 27, 2018.

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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