WOODFORD BRENT

Form 4 April 24, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Person

OMB APPROVAL

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WOODFORD BRENT Issuer Symbol WALT DISNEY CO/[DIS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 500 SOUTH BUENA VISTA 04/22/2013 below) **STREET** SVP, Planning and Control (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BURBANK, CA 91521

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Disney Common Stock	04/22/2013		M	2,000	A	\$ 20.81	29,812.663	D	
Disney Common Stock	04/22/2013		S	3,000 (1)	D	\$ 61.75	26,812.663	D	
Disney Common Stock	04/23/2013		M	4,000	A	\$ 20.81	30,812.663	D	
Disney Common	04/23/2013		S	2,000 (1)	D	\$ 62.5	28,812.663	D	

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Stock								
Disney Common Stock	04/23/2013	S	2,000 (1)	D	\$ 62.37	26,812.663	D	
Disney Common Stock	04/24/2013	M	2,000	A	\$ 20.81	28,812.663	D	
Disney Common Stock	04/24/2013	S	3,000 (1)	D	\$ 62.75	25,812.663	D	
Disney Common Stock						100	I	By Spouse in IRA
Disney Common Stock						259.397 <u>(2)</u>	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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 20.81	04/22/2013		M	2,000	(3)	01/14/2016	Disney Common Stock	2,000	
Stock Option (Right to Buy)	\$ 20.81	04/23/2013		M	4,000	(3)	01/14/2016	Disney Common Stock	4,000	

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 Stock

 Option (Right to Buy)
 \$ 20.81
 04/24/2013
 M
 2,000
 (3)
 01/14/2016
 Common Common Common Stock
 2,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOODFORD BRENT 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521

SVP, Planning and Control

Signatures

Roger J. Patterson (POA on file) 04/24/2013

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Shares held in The Walt Disney Stock Fund as of April 22, 2013. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (3) The option is fully vested.

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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