WALT DISNEY CO/ Form 4

December 03, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

(Last)

STREET

Security

(Instr. 3)

1. Name and Address of Reporting Person * BRAVERMAN ALAN N

(First)

(Street)

500 SOUTH BUENA VISTA

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) 12/01/2015

(Check all applicable) Director 10% Owner

Sr EVP, General Counsel & Secy

X_ Officer (give title Other (specify below)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

BURBANK, CA 91521

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (T) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed (D) (Instr. 3, 4, and					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Restricted Stock Unit	(1)	12/01/2015(2)		A	2,453.0587		(3)	12/18/2015	Disney Common Stock	2,45
Restricted Stock Unit	(1)	12/01/2015(4)		A	3,168.1694		(3)	12/19/2015	Disney Common Stock	3,16
Restricted Stock Unit	(1)	12/01/2015 <u>(5)</u>		A	3,914.1339		<u>(3)</u>	01/16/2016	Disney Common Stock	3,91
Restricted Stock Unit	(1)	12/01/2015 <u>(6)</u>		A	5,057.8659		(3)	01/18/2016	Disney Common Stock	5,05

Reporting Owners

Reporting Owner Name / Address

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) 12/03/2015

**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) Converts at 1-for-1.
- (2) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 2453.0587 shares (including accumulated dividend equivalents) on December 1, 2015.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2014 fiscal year and were subject to performance conditions, which were satisfied as to 3168.1694 shares (including accumulated dividend equivalents) on December 1, 2015.
- (5) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 3914.1339 shares (including accumulated dividend equivalents) on December 1, 2015.
- (6) Restricted stock units were awarded during the Company's 2012 fiscal year and were subject to performance conditions, which were satisfied as to 5057.8659 shares (including accumulated dividend equivalents) on December 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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