WALT DISNEY CO/

Form 4

January 20, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STAGGS THOMAS O Issuer Symbol WALT DISNEY CO/[DIS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 500 SOUTH BUENA VISTA 01/16/2016 below) below) **STREET** Chief Operating Officer (Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original 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) Ta	(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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
Disney Common Stock	01/16/2016		M	7,734.2111 (1)	A	\$ 95.17	98,556.2111	D				
Disney Common Stock	01/16/2016		F	2,924.2111 (2)	D	\$ 95.17	95,632	D				
Disney Common Stock	01/16/2016		M	46,402.9325 (3)	A	\$ 95.17	142,034.9325	D				
Disney Common	01/16/2016		F	23,810.9325 (4)	D	\$ 95.17	118,224	D				

Person

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Disney Common Stock	01/18/2016	M	9,170.1356 (1)	A	\$ 95.17	127,394.1356	D	
Disney Common Stock	01/18/2016	F	4,785.1356 (5)	D	\$ 95.17	122,609	D	
Disney Common Stock						8,204.596 <u>(6)</u>	I	By 401(k)
Disney Common Stock						790	I	By Charitable Remainder Trust
Disney Common Stock						160,366	I	As Trustee
Disney Common Stock						56.544	I	By Spouse

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

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(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 or 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 Amou Underlying Secur (Instr. 3 and 4)	
	,			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Restricted Stock Unit	<u>(7)</u>	01/16/2016		M		7,734.2111	<u>(1)</u>	01/16/2016	Disney Common Stock	7,
Restricted Stock Unit	<u>(7)</u>	01/16/2016		M		46,402.9325	(3)	01/16/2016	Disney Common Stock	46
Restricted Stock Unit	<u>(7)</u>	01/18/2016		M		9,170.1356	<u>(1)</u>	01/18/2016	Disney Common	9,

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STAGGS THOMAS O 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521

Chief Operating 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 3 dated February 6, 2015. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- The 2,924.2111 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 23,810.9325 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 upon conversion of previously-granted units to shares.
- The 4,785.1356 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) Shares held in The Walt Disney Stock Fund as of January 19, 2016. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (7) 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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