WALT DISNEY CO/ Form 4

December 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rasulo James A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WALT DISNEY CO/[DIS]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2013

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) below) Sr. Exec VP and CFO

500 SOUTH BUENA VISTA 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

Person

BURBANK, CA 91521

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (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.

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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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	12/03/2013(2)		A		10,658		(3)	01/13/2014	Disney Common Stock	10,658
Restricted Stock Unit	\$ 0 (1)	12/03/2013(4)		A		8,483		(3)	01/26/2014	Disney Common Stock	8,483
Restricted Stock Unit	\$ 0 (1)	12/03/2013(5)		A		8,842		(3)	01/18/2014	Disney Common Stock	8,842
Restricted Stock Unit	\$ 0 (1)	12/03/2013(6)		A		7,457		(3)	01/16/2014	Disney Common Stock	7,457

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rasulo James A

500 SOUTH BUENA VISTA STREET BURBANK, CA 91521

Sr. Exec VP and CFO

Signatures

Roger J. Patterson (POA on file)

12/05/2013

**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) Converts at 1-for-1.
- (2) Restricted stock units were awarded during the Company's 2010 fiscal year and were subject to performance conditions, which were satisfied as to 10,658 shares (including accumulated dividend equivalents) on December 3, 2013.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2011 fiscal year and were subject to performance conditions, which were satisfied as to 8,483 shares (including accumulated dividend equivalents) on December 3, 2013.
- (5) Restricted stock units were awarded during the Company's 2012 fiscal year and were subject to performance conditions, which were satisfied as to 8,842 shares (including accumulated dividend equivalents) on December 3, 2013.

Reporting Owners 2

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(6) Restricted stock units were awarded during the Company's 2013 fiscal year and were subject to performance conditions, which were satisfied as to 7,457 shares on December 3, 2013.

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