

McCarthy Christine M
Form 4
December 19, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
McCarthy Christine M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 SOUTH BUENA VISTA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SEVP-Chief Financial Officer

BURBANK, CA 91521
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Disney Common Stock | 12/17/2017 | | M | | 2,205.2342 (1) | A | \$ 111.3 122,427.8242 D |
| Disney Common Stock | 12/17/2017 | | F | | 829.2342 (2) | D | \$ 111.3 121,598.59 D |
| Disney Common Stock | 12/18/2017 | | M | | 1,379.7783 (1) | A | \$ 111.14 122,978.3683 D |
| Disney Common | 12/18/2017 | | F | | 519.7783 (3) | D | \$ 111.14 122,458.59 D |

Stock

Disney
Common Stock 12/18/2017 M 5,737.628⁽¹⁾ A \$ 111.14 128,196.218 D

Disney
Common Stock 12/18/2017 F 2,665.628⁽⁴⁾ D \$ 111.14 125,566.59 ⁽⁵⁾ D

Disney
Common Stock 3,790.883 ⁽⁶⁾ I By 401(k)

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 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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Restricted Stock Unit | <u>(7)</u> | 12/17/2017 | | M | 2,205.2342 | <u>(1)</u> 12/17/2017 | Disney Common Stock 2,205.2342 |
| Restricted Stock Unit | <u>(7)</u> | 12/18/2017 | | M | 1,379.7783 | <u>(1)</u> 12/18/2017 | Disney Common Stock 1,379.7783 |
| Restricted Stock Unit | <u>(7)</u> | 12/18/2017 | | M | 5,737.628 | <u>(1)</u> 12/18/2017 | Disney Common Stock 5,737.628 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCarthy Christine M
500 SOUTH BUENA VISTA STREET
BURBANK, CA 91521

SEVP-Chief Financial Officer

Signatures

Roger J. Patterson (POA
on file)

12/19/2017

__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) Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive Plan, previously reported on a Form 4 dated November 30, 2017. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

(2) The 829.2342 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.

(3) The 519.7783 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.

(4) The 2,665.628 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.

(5) The total includes dividend equivalent units net of taxes.

(6) Shares held in The Walt Disney Stock Fund as of December 18, 2017. 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.

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