

WALT DISNEY CO/
Form 4
December 20, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Mayer Kevin A

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

BURBANK, CA 91521

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SEVP and Chief Strat Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Disney Common Stock	12/17/2016		M		2,168.5829 (1)	A	\$ 104.23 48,782.5829
Disney Common Stock	12/17/2016		F		1,132.5829 (2)	D	\$ 104.23 47,650
Disney Common Stock	12/18/2016		M		1,829.5759 (1)	A	\$ 104.23 49,479.5759
Disney Common	12/18/2016		F		955.5759 (3)	D	\$ 104.23 48,524

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Stock									
Disney Common Stock	12/19/2016		M	2,150.736 ⁽¹⁾	A	\$ 105.66	50,674.736	D	
Disney Common Stock	12/19/2016		F	1,123.736 ⁽⁴⁾	D	\$ 105.66	49,551	D	
Disney Common Stock	12/19/2016		M	12,509.7472 ⁽¹⁾	A	\$ 105.66	62,060.7472	D	
Disney Common Stock	12/19/2016		F	6,528.7472 ⁽⁵⁾	D	\$ 105.66	55,532	D	
Disney Common Stock							65	I	By Mayer Family Trust

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. 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 Am Nur Sha
Restricted Stock Unit	<u>(6)</u>	12/17/2016		M	2,168.5829	<u>(1)</u> 12/17/2016	Disney Common Stock 2,
Restricted Stock Unit	<u>(6)</u>	12/18/2016		M	1,829.5759	<u>(1)</u> 12/18/2016	Disney Common Stock 1,
Restricted Stock Unit	<u>(6)</u>	12/19/2016		M	2,150.736	<u>(1)</u> 12/19/2016	Disney Common Stock 2
Restricted Stock Unit	<u>(6)</u>	12/19/2016		M	12,509.7472	<u>(1)</u> 12/19/2016	Disney Common 12

