

WALT DISNEY CO/  
Form 4  
March 21, 2007

**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 \*  
**BRAVERMAN ALAN N**

(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)  
**03/19/2007**

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)  
**Sr EVP, General Counsel & Secy**

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  | (A) or (D)   | Price   |
| Disney Common Stock             | 03/19/2007                           |  | M                              |   | 7,325.98 <sup>(1)</sup>   | A  | \$ 33.96  |
| Disney Common Stock             | 03/19/2007                           |  | F                              |   | 3,352 <sup>(2)</sup>  | D  | \$ 33.96  |
| Disney Common Stock             |                                      |  |                                |   | 6,529.11 <sup>(3)</sup>   | I  |   |

By 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) |                     |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title               | Amount or Number of Shares |
| Restricted Stock Unit                      | (4)  | 03/19/2007                           |  | M                              | 7,325.98  | (5)  | (5)   | Disney Common Stock | 7,325.98                   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BRAVERMAN ALAN N  
500 SOUTH BUENA VISTA STREET  
BURBANK, CA 91521

Sr EVP, General Counsel & Secy

## Signatures

By: Joseph M. Santaniello (POA on file)

03/21/2007

\*\*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 Amended and Restated 1995 Stock Incentive Plan, previously reported on a Form 4 dated March 28, 2003. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- (1) Vesting of shares connected with grant under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, previously reported on a Form 4 dated March 28, 2003. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
  - (2) The 3,352 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.
  - (3) Shares held in The Walt Disney Company Stock Fund as of March 19, 2007. The fund is one investment option in the 401(k) Plan and contains Company matching contributions.
  - (4) Converts at 1-for-1.
  - (5) Stock Unit Award vested as to 50% on March 19, 2005 and as to the remaining 50% on March 19, 2007.

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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