

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 <sup>(1)</sup>	A	\$ 105.66	50,674.736	D	
Disney Common Stock	12/19/2016		F	1,123.736 <sup>(4)</sup>	D	\$ 105.66	49,551	D	
Disney Common Stock	12/19/2016		M	12,509.7472 <sup>(1)</sup>	A	\$ 105.66	62,060.7472	D	
Disney Common Stock	12/19/2016		F	6,528.7472 <sup>(5)</sup>	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.

**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.**

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

