WALT DISNEY CO/

Form 4

January 21, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Parker Mary Jayne

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WALT DISNEY CO/ [DIS]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Director

10% Owner Other (specify

500 SOUTH BUENA VISTA

STREET

01/16/2014

_X__ Officer (give title

below) EVP and Chief HR Officer

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BURBANK, CA 91521-0966

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	uritie	s 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) or or or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Disney Common Stock	01/16/2014		M	2,106.4516 (1)	A	\$ 74.06	3,955.4516	D	
Disney Common Stock	01/16/2014		F	793.4516 (2)	D	\$ 74.06	3,162	D	
Disney Common Stock	01/18/2014		M	2,782.8355 (1)	A	\$ 74.155	5,944.8355	D	
Disney Common	01/18/2014		F	1,046.8355 (3)	D	\$ 74.155	4,898	D	

Stock

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Restricted Stock Unit	\$ 0 (5)	01/16/2014		M	2,106.4516	<u>(1)</u>	01/16/2014	Disney Common Stock	2,10
Restricted Stock Unit	\$ 0 (5)	01/18/2014		M	2,782.8355	<u>(1)</u>	01/18/2014	Disney Common Stock	2,78

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Parker Mary Jayne			EVP and				
500 SOUTH BUENA VISTA STREET			Chief HR				
BURBANK, CA 91521-0966			Officer				

Date

Signatures

Roger J. Patterson (POA on file) 01/21/2014

**Signature of Reporting Person

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)

Reporting Owners 2

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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 December 5, 2013. Includes dividend equivalents credited with respect to the award and, with respect to January 16, 2014 vesting, a previously vested award, pursuant to the terms thereof.

- The 793.4516 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 upoin conversion of previously-granted units to shares.
- The 1,046.8355 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge (3) 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 upoin conversion of previously-granted units to shares.
- (4) Shares held in The Walt Disney Stock Fund as of January 16, 2014. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.