

WOODFORD BRENT
Form 4
December 19, 2018

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 *
WOODFORD BRENT

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

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Control, Fin Plan & Tax

(Street)
BURBANK, CA 91521

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

(City) (State) (Zip)

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 (D) Price		
Disney Common Stock	12/17/2018		M		1,797.8036 (1)	A	\$ 111.46 23,034.4666 D
Disney Common Stock	12/17/2018		F		892.8036 (2)	D	\$ 111.46 22,141.663 D
Disney Common Stock	12/18/2018		M		1,643.5987 (1)	A	\$ 109.99 23,785.2617 D
Disney Common	12/18/2018		F		815.5987 (3)	D	\$ 109.99 22,969.663 D

Stock								
Disney								
Common	12/19/2018		S	723 ⁽⁴⁾	D	\$ 110.1	30,762.0297	D
Stock								
Disney								By
Common							100	I
Stock								Spouse
								in IRA
Disney								By
Common							279.024 ⁽⁵⁾	I
Stock								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>(6)</u>	12/17/2018		M		<u>(1)</u>	12/17/2018	Disney Common Stock	1,797.8036
Restricted Stock Unit	<u>(6)</u>	12/18/2018		M		<u>(1)</u>	12/18/2018	Disney Common Stock	1,643.5987

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODFORD BRENT 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			EVP, Control, Fin Plan & Tax	

Signatures

Roger J. Patterson (POA
on file)

12/19/2018

__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. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 892.8036 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.
- (2) The 815.5987 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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (4) Shares held in The Walt Disney Stock Fund as of December 18, 2018. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (5) Converts at 1-for-1.
- (6)

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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