

McCarthy Christine M
Form 4
December 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Christine M

(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)
12/17/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SEVP-Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Disney Common Stock	12/17/2018		M	7,278.2971 (1)	A \$ 111.46	134,731.8871	D
Disney Common Stock	12/17/2018		F	2,877.2971 (2)	D \$ 111.46	131,854.59	D
Disney Common Stock	12/17/2018		M	2,246.5026	A \$ 111.46	134,101.0926	D
Disney Common	12/17/2018		F	777.5026 (3)	D \$ 111.46	133,323.59	D

Stock

Disney Common Stock	12/18/2018	M	1,411.4218 (1)	A	\$ 109.99	134,735.0118	D
---------------------------	------------	---	-------------------	---	--------------	--------------	---

Disney Common Stock	12/18/2018	F	489.4218 (4)	D	\$ 109.99	134,245.59	D
---------------------------	------------	---	-----------------	---	--------------	------------	---

Disney Common Stock						3,916.621 (5)	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.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit	(6)	12/17/2018		M		7,278.2971		(1)	12/17/2018	Disney Common Stock	7,278.2971
Restricted Stock Unit	(6)	12/17/2018		M		2,246.5026		(1)	12/17/2018	Disney Common Stock	2,246.5026
Restricted Stock Unit	(6)	12/18/2018		M		1,411.4218		(1)	12/18/2018	Disney Common Stock	1,411.4218

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCarthy Christine M 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	SEVP-Chief Financial Officer

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).

Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and 2011 Stock Incentive

(1) Plan, previously reported on a Form 4 dated November 29, 2018. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.

The 2,877.2971 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

(2) 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.

The 777.5026 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 upon conversion of previously-granted units to shares.

The 489.4218 shares reported as a disposition represent an automatic reduction of shares issued to the reporting person to discharge

(4) 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.

(5) 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.

(6) 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.