

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-13**
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REPORTING OWNER

Rasulo James A

CIK: **1479453**

Type: **4** | Act: **34** | File No.: **001-11605** | Film No.: **13531485**

Mailing Address
500 SOUTH BUENA VISTA
STREET
BURBANK CA 91521-1050

ISSUER

WALT DISNEY CO/

CIK: **1001039** | IRS No.: **954545390** | State of Incorporation: **DE** | Fiscal Year End: **0929**
SIC: **4841** Cable & other pay television services

Mailing Address
500 SOUTH BUENA VISTA
ST
BURBANK CA 91521

Business Address
500 SOUTH BUENA VISTA
ST
BURBANK CA 91521
8185601000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Rasulo James A			2. Issuer Name and Ticker or Trading Symbol WALT DISNEY CO/ [DIS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr. Exec VP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/13/2013					
500 SOUTH BUENA VISTA STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
BURBANK, CA 91521								
(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	(A) or (D)	Price			
Disney Common Stock	01/13/2013		M		63,080.3694 ⁽¹⁾	A	\$50.735	124,727.3694	D	
Disney Common Stock	01/13/2013		M		10,657.6265 ⁽²⁾	A	\$50.735	135,384.9959	D	
Disney Common Stock	01/13/2013		F		35,608.9959 ⁽³⁾	D	\$50.735	99,776	D	
Disney Common Stock	01/14/2013		M		17,714.3898 ⁽⁴⁾	A	\$50.505	117,490.3898	D	
Disney Common Stock	01/14/2013		M		8,981.1469 ⁽⁵⁾	A	\$50.505	126,471.5367	D	
Disney Common Stock	01/14/2013		F		13,932.5367 ⁽⁶⁾	D	\$50.505	112,539	D	
Disney Common Stock								22,590.484 ⁽⁷⁾	I	By 401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0 ⁽⁸⁾	01/13/2013		M			10,657.6265	⁽²⁾	01/13/2013	Disney Common Stock	10,657.6265	\$ 0	63,080.3694	D	
Restricted Stock Unit	\$ 0 ⁽⁸⁾	01/13/2013		M			63,080.3694	⁽¹⁾	01/13/2013	Disney Common Stock	63,080.3694	\$ 0	0	D	

Restricted Stock Unit	\$ 0 ⁽⁸⁾	01/14/2013		<u>M</u>		8,981.1469	⁽⁵⁾	01/14/2013	Disney Common Stock	8,981.1469	\$ 0	17,714.3898	D	
Restricted Stock Unit	\$ 0 ⁽⁸⁾	01/14/2013		<u>M</u>		17,714.3898	⁽⁴⁾	01/14/2013	Disney Common Stock	17,714.3898	\$ 0	0	D	

Explanation of Responses:

1. 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 14, 2012. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
2. 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 November 29, 2012. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
3. The 35,608.9959 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.
4. 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 4, 2012. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
5. 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 3 dated January 5, 2010. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
6. The 13,932.5367 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.
7. Shares held in The Walt Disney Stock Fund as of January 14, 2013. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
8. Converts at 1-for-1.

Signatures

Roger J. Patterson (POA on file)

** Signature of Reporting Person

01/15/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.