

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
SEC Accession No. [0001001039-13-000091](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

IGER ROBERT A

CIK: **1207394**

Type: **4** | Act: **34** | File No.: **001-11605** | Film No.: **13852967**

Mailing Address

*C/O WALT DISNEY CO
500 S BUENA VISTA STREET
BURBANK CA 91521-1062*

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 IGER ROBERT 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) 05/14/2013 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p> 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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	05/14/2013		M		1,000,000	A	\$29.505	2,159,675	D	
Disney Common Stock	05/14/2013		S		1,000,000 ⁽¹⁾	D	\$67.2291	1,159,675	D	
Disney Common Stock								18,726.678 ⁽²⁾	I	By 401(k)
Disney Common Stock								156	I	By Spouse

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
Stock Option (Right to Buy)	\$29.505	05/14/2013		M			1,000,000	⁽³⁾	01/31/2015	Disney Common Stock	1,000,000	\$ 0	0	D	

Explanation of Responses:

1. Shares were sold in 57 incremental transactions pursuant to a single sell order. Sale prices of individual transactions ranged from \$66.98 to \$67.46. Upon request, the reporting person will provide to the Securities and Exchange Commission, to the Issuer of the securities herein, or to a securities holder the complete sales data, including the number of shares sold at each separate price.

2. Shares held in The Walt Disney Stock Fund as of May 14, 2013. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
3. The option is fully vested.

Signatures

Roger J. Patterson (POA on file)

** Signature of Reporting Person

05/16/2013

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.