

McCarthy Christine M
 Form 4
 November 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
 McCarthy Christine M

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SEVP-Chief Financial Officer

BURBANK, CA 91521
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or (D) Disposed of (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
Restricted Stock Unit	(1)	11/27/2018 ⁽²⁾	A	7,278.2971		(3)	12/17/2018	Disney Common Stock	7,278
Restricted Stock Unit	(1)	11/27/2018 ⁽⁴⁾	A	2,246.5026		(3)	12/17/2018	Disney Common Stock	2,246
Restricted Stock Unit	(1)	11/27/2018 ⁽⁵⁾	A	1,411.4218		(3)	12/18/2018	Disney Common Stock	1,411
Restricted Stock Unit	(1)	11/27/2018 ⁽⁶⁾	A	3,047.8433		(3)	12/19/2018	Disney Common Stock	3,047
Restricted Stock Unit	(1)	11/27/2018 ⁽⁷⁾	A	2,374.606		(3)	12/21/2018	Disney Common Stock	2,374

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) 11/29/2018

**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) Converts at 1-for-1.
- (2) Restricted stock units were awarded during the Company's 2016 fiscal year and were subject to performance conditions, which were satisfied as to 7,278.2971 shares (including an adjustment to reflect the extent to which applicable performance criteria were met and accumulated dividend equivalents) on November 27, 2018.
- (3) The stock unit award vests on the Expiration Date.
- (4) Restricted stock units were awarded during the Company's 2016 fiscal year and were subject to performance conditions, which were satisfied as to 2,246.5026 shares (including accumulated dividend equivalents) on November 27, 2018.

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- (5) Restricted stock units were awarded during the Company's 2015 fiscal year and were subject to performance conditions, which were satisfied as to 1,411.4218 shares (including accumulated dividend equivalents) on November 27, 2018.
- (6) Restricted stock units were awarded during the Company's 2018 fiscal year and were subject to performance conditions, which were satisfied as to 3,047.8433 shares (including accumulated dividend equivalents) on November 27, 2018.
- (7) Restricted stock units were awarded during the Company's 2017 fiscal year and were subject to performance conditions, which were satisfied as to 2,374.6060 shares (including accumulated dividend equivalents) on November 27, 2018.

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.