

Parker Mary Jayne  
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 \*  
Parker Mary Jayne

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  
 Officer (give title below) Sr EVP and Chief HR Officer  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
BURBANK, CA 91521-0966

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		4,927.2139 (1) \$ 111.46	A	4,934.2139 D
Disney Common Stock	12/17/2018		F		2,443.2139 (2) \$ 111.46	D	2,491 D
Disney Common Stock	12/17/2018		M		1,520.5226 (1) \$ 111.46	A	4,011.5226 D
Disney Common	12/17/2018		F		754.5226 (3) \$ 111.46	D	3,257 D

Stock								
Disney Common Stock	12/18/2018	M	1,904.4054 <u>(1)</u>	A	\$ 109.99	5,161.4054	D	
Disney Common Stock	12/18/2018	F	945.4054 <u>(4)</u>	D	\$ 109.99	4,216	D	
Disney Common Stock						13,768.75 <u>(5)</u>	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.**

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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	4,927.2139	<u>(1)</u> 12/17/2018	Disney Common Stock 4,927.2139
Restricted Stock Unit	<u>(6)</u>	12/17/2018		M	1,520.5226	<u>(1)</u> 12/17/2018	Disney Common Stock 1,520.5226
Restricted Stock Unit	<u>(6)</u>	12/18/2018		M	1,904.4054	<u>(1)</u> 12/18/2018	Disney Common Stock 1,904.4054

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

Parker Mary Jayne  
500 SOUTH BUENA VISTA STREET  
BURBANK, CA 91521-0966

Sr EVP  
and Chief  
HR 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 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 2,443.2139 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.
- The 754.5226 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.
- The 945.4054 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.
- (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.