IGER ROBERT A

Form 4 May 16, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Persor | ı . |
|---|-----|
| IGER ROBERT A | |

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

(Middle)

WALT DISNEY CO/[DIS] 3. Date of Earliest Transaction

(Month/Day/Year)

05/14/2013

_X__ Director X_ Officer (give title

10% Owner Other (specify

500 SOUTH BUENA VISTA

STREET

(Last)

below)

Chairman and CEO

(Check all applicable)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BURBANK, CA 91521

| (City) | (State) | (Zip) Ta | ble I - Non | n-Derivative S | ecuriti | ies 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. Transactic Code (Instr. 8) | 4. Securities or Disposed of (Instr. 3, 4 and | (D) | red (A) or | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Disney | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| 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 | | | | | | | 156 | I | By Spouse |

Stock

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 or 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 Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|-----------|--|--------------------|---|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (Right to Buy) | \$ 29.505 | 05/14/2013 | | M | | 1,000,000 | (3) | 01/31/2015 | Disney Common Stock | 1,000,0 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|--------------------------------|----------|---------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| ICED POREDT A | | | | | | | | |

IGER ROBERT A

500 SOUTH BUENA VISTA STREET X Chairman and CEO BURBANK, CA 91521

Signaturos

Signatures

Roger J. Patterson (POA on file) 05/16/2013

**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).
- Shares were sold in 57 incremental transactions pursuant to a single sell order. Sale prices of individual transactions ranged from \$66.98 (1) 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.

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

Reporting Owners 2

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