

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

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

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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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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
- (1) 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.
 - (2)