

IGER ROBERT A
Form 4
January 03, 2019

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 *
IGER ROBERT A

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)
12/22/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
BURBANK, CA 91521

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 | (A) or (D) | Price |
| Disney Common Stock | 12/22/2018 | | M | | 10,996 ⁽¹⁾ | A | \$ 106.3 |
| Disney Common Stock | 12/22/2018 | | F | | 10,996 ⁽²⁾ | D | \$ 106.3 |
| Disney Common Stock | 12/31/2018 | | M | | 58,980.0202 ⁽³⁾ | A | \$ 108.611 |
| Disney Common Stock | 12/31/2018 | | F | | 27,857.0202 ⁽²⁾ | D | \$ 108.611 |

Stock

Disney
Common
Stock20,143.648 ⁽⁴⁾ IBy
401(k)Disney
Common
Stock

156 I

By
Spouse

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

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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 Am Num Sha |
| Restricted Stock Unit | <u>(5)</u> | 12/22/2018 | | M | 10,996 | <u>(1)</u> 12/31/2021 | Disney Common Stock |
| Restricted Stock Unit | <u>(5)</u> | 12/31/2018 | | M | 58,980.0202 | <u>(3)</u> 12/31/2021 | Disney Common Stock 58 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IGER ROBERT A 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521 | X | | Chairman and CEO | |

Signatures

Roger J. Patterson (POA on file) 01/03/2019

 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) Vesting is limited to shares necessary to cover withholding obligations relating to future vestings.
- (2) The 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.
- (3) 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 December 22, 2017.
- (4) Shares held in The Walt Disney Stock Fund as of January 2, 2019. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (5) Converts at 1-for-1.
- (6) The total also reflects an adjustment crediting the amount to include dividends accrued pursuant to a dividend reinvestment plan of the Company.

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

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