WOODFORD BRENT
Form 3/A
March 18, 2005

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â WOODFORD BRENT
(Last) (First) (Middle)

500 SOUTH BUENA VISTA STREET
(Street)

BURBANK,Â CAÂ 91521
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/11/2005

3. Issuer Name **and** Ticker or Trading Symbol
WALT DISNEY CO/ [DIS]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP, Planning and Control

5. If Amendment, Date Original Filed(Month/Day/Year)
02/17/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Disney Common Stock	100	D	Â
Disney Common Stock	29.34	I	By 401(k) (1)
Disney Common Stock	100	I	By Spouse in IRA

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Phantom Stock Unit Award	Â (2)	12/01/2013	Disney Common Stock	20,000	$ (3)	D	Â
Phantom Stock Unit Award	Â (4)	01/03/2012	Disney Common Stock	8,550	$ (3)	D	Â
Stock Option (Right to Buy)	Â (5)	12/01/2013	Disney Common Stock	65,000	$ 23.15	D	Â
Stock Option (Right-to-Buy)	Â (6)	01/03/2012	Disney Common Stock	15,000	$ 28.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODFORD BRENT 500 SOUTH BUENA VISTA STREET BURBANK,Â CAÂ 91521	Â	Â	Â SVP, Planning and Control	Â

Signatures

By: Joseph M. Santaniello (POA on file)	03/18/2005
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares held in The Walt Disney Company Stock Fund as of February 11, 2005. The fund is one investment option in the 401(k) Plan and contains Company matching contributions.

(2) This Stock Unit Award was granted under Disney's 2002 Executive Performance Plan and Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16b-3. The award is scheduled to vest as to 10,000 stock units on December 1, 2005 and as to the remaining 10,000 stock units on December 1, 2007, subject to certain vesting conditions and subject to acceleration in certain instances.

(3) Converts at 1-for-1.

(4) This Stock Unit Award was granted under Disney's 2002 Executive Performance Plan and Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16b-3. The award is scheduled to vest as to 4,275 stock units on January 3, 2007 and as to the remaining 4,275 stock units on January 3, 2009, subject to certain vesting conditions and subject to acceleration in certain instances.

(5) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction expempt under Rule 16(b)-3. The option vests as to 32,500 shares on December 1, 2005 and as to 16,250 shares on each December 1 of 2006 and

2007.

(6) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction expempt under Rule 16(b)-3. The option vests as to 3,750 shares on each January 3 of 2006, 2007, 2008, and 2009.

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Remarks:

AmendedÂ solelyÂ toÂ attachÂ aÂ power-of-attorneyÂ withÂ respectÂ toÂ theÂ signatureÂ andÂ filingÂ ofÂ SectionÂ 16

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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