

Mucha Zenia B.
Form 3
October 05, 2018

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Mucha Zenia B.</p> <p>(Last) (First) (Middle)</p> <p>500 SOUTH BUENA VISTA STREET</p> <p>(Street)</p> <p>BURBANK, Â CA Â 91521</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/28/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WALT DISNEY CO/ [DIS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SEVP Corporate Communications</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	52,468	D	Â
Disney Common Stock	2,605.19 ⁽¹⁾	I	by 401(k)

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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	01/26/2021	Disney Common Stock	13,000	\$ 39.64	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	01/18/2022	Disney Common Stock	24,561	\$ 38.75	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	01/16/2023	Disney Common Stock	51,751	\$ 51.29	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	12/19/2023	Disney Common Stock	35,906	\$ 72.59	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/18/2024	Disney Common Stock	33,969	\$ 92.23	D	Â
Restricted Stock Unit	Â <u>(4)</u>	12/18/2018	Disney Common Stock	<u>1,585.28</u> ⁽⁵⁾	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	12/17/2025	Disney Common Stock	25,996	\$ 113.23	D	Â
Restricted Stock Unit	Â <u>(8)</u>	12/17/2019	Disney Common Stock	<u>2,669.61</u> ⁽⁵⁾	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	12/21/2026	Disney Common Stock	32,797	\$ 105.21	D	Â
Restricted Stock Unit	Â <u>(10)</u>	12/21/2020	Disney Common Stock	<u>4,420.84</u> ⁽⁵⁾	\$ <u>(6)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(11)</u>	12/19/2027	Disney Common Stock	30,199	\$ 111.58	D	Â
Restricted Stock Unit	Â <u>(12)</u>	12/19/2021	Disney Common Stock	<u>5,729.22</u> ⁽⁵⁾	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
Mucha Zenia B. 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	Â	Â	Â SEVP Corporate Communications	Â

Signatures

Roger J. Patterson (POA on file) 10/05/2018

**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 Stock Fund as of September 28, 2018. The Fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (2) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.
- (3) Option was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The option has vested as to 25,476 shares. The remaining unvested portion of the option vests in a single installment of 8493 shares on December 18, 2018.
- (4) This stock unit award was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to its remaining 1585.28 stock units plus dividend equivalent units on these units on December 18, 2018.
- (5) Includes dividend equivalents accrued since the date of the award.
- (6) Converts at 1-for-1.
Option was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The option has vested as to 12,998 shares. The remaining unvested portion of the option vests as to 6499 shares on December 17, 2018, and as to 6499 shares on December 17, 2019. In connection with this stock option award, the reporting person also was awarded 5139 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 7708.5 including dividends accrued to date plus dividends that may accrue in the future.
- (7) This stock unit award was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 1334.61 stock units plus dividend equivalent units on these units on December 17, 2018, and as to 1335 stock units plus dividend equivalent units on these units on December 17, 2019.
- (8) Option was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The option has vested as to 8199 shares. The remaining unvested portion of the option vests as to 8199 shares on each December 21 of 2018 and 2019, and as to 8200 shares on December 21, 2020. In connection with this stock option award, the reporting person also was awarded 5571 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 8356.5 including dividends accrued to date plus dividends that may accrue in the future.
- (9) This stock unit award was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 1473.84 stock units plus dividend equivalent units on these units on December 21, 2018, as to 1473.00 stock units plus dividend equivalent units on these units on December 21, 2019, and as to 1474.00 stock units plus dividend equivalent units on these units on December 21, 2020.
- (10) Option was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The options vest in an installment of 7549 shares on December 19, 2018, and in three installments of 7550 shares on each December 19 of 2019, 2020, and 2021. In connection with this stock option award, the reporting person also was awarded 5220 restricted stock units whose vesting is subject to performance vesting criteria. The number of stock units vesting depends on the extent to which the performance criteria are satisfied, and ranges from zero to 7830 including dividends accrued to date plus dividends that may accrue in the future.
- (11) This stock unit award was granted under a stock incentive plan in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 1432.22 stock units plus dividend equivalent units on these units on December 19, 2018, as to 1432.00 stock units plus dividend equivalent units on these units on each December 19 of 2019 and 2020, and as to 1433.00 stock units plus dividend equivalent units on these units on December 19, 2021.
- (12)

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.