WALT DISNEY CO/ Form 4

October 04, 2005

#### FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

**OMB APPROVAL** 

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **IGER ROBERT A** Issuer Symbol WALT DISNEY CO/[DIS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 500 SOUTH BUENA VISTA 09/30/2005 below) **STREET** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BURBANK, CA 91521 Person

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative :	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Disney Common Stock	09/30/2005		A	30,399 (1)	A	\$ 0	158,271	D	
Disney Common Stock	09/30/2005		A	40,944 (2)	A	\$ 0	199,215	D	
Disney Common Stock	09/30/2005		F	13,907 (3)	D	\$ 24.18	185,308	D	
Disney Common	09/30/2005		F	18,732 (4)	D	\$ 24.18	166,576	D	

Stock

Disney

Common 15,902.41 (5) I By 401(k)

Stock

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Phantom Stock Unit Award	<u>(6)</u>	09/30/2005		M		40,944	<u>(7)</u>	09/30/2005	Disney Common Stock	40,944
Restricted Stock Unit	<u>(6)</u>	09/30/2005		M		30,399 (1)	(8)	09/30/2005	Disney Common Stock	30,399

Deletionships

## **Reporting Owners**

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

## **Signatures**

By: Joseph M. Santaniello (POA on file) 10/04/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

#### **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 Amended and Restated (1) 1995 Stock Incentive Plan, previously reported on a Form 4 dated January 29, 2003. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- Vesting of shares connected with grant under The Walt Disney Company's 2002 Executive Performance Plan and Amended and Restated (2) 1995 Stock Incentive Plan, previously reported on a Form 4 dated January 26, 2004. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- (3) The 13,907 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.
- (4) The 18,732 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.
- (5) Shares held in The Walt Disney Company Stock Fund as of October 3, 2005. The fund is one investment option in the 401(k) Plan and contains Company matching contributions.
- (6) Converts at 1-for-1.
- (7) Stock Unit Award vested on September 30, 2005.
- (8) Stock Unit Award vested as to 50% on January 27, 2005 and as to the remaining 50% on September 30, 2005.

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.