

WALT DISNEY CO/
Form 3
July 08, 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)

<p>1. Name and Address of Reporting Person *</p> <p>McCarthy Christine M</p> <p>(Last) (First) (Middle)</p> <p>500 SOUTH BUENA VISTA STREET</p> <p>(Street)</p> <p>BURBANK, CA 915210964</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/28/2005</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</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP-Corp Fin. & RE & Treasurer</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</p> <p><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	3,308	D	À
Disney Common Stock	1,367.45	I	By 401(k) ⁽¹⁾

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)	
Phantom Stock Unit Award	Â <u>(2)</u>	01/24/2007	Disney Common Stock	3,017.8	\$ <u>(3)</u>	D	Â
Phantom Stock Unit Award	Â <u>(4)</u>	01/22/2006	Disney Common Stock	3,946.01	\$ <u>(3)</u>	D	Â
Phantom Stock Unit Award	Â <u>(5)</u>	01/22/2008	Disney Common Stock	3,947.01	\$ <u>(3)</u>	D	Â
Phantom Stock Unit Award	Â <u>(6)</u>	01/03/2007	Disney Common Stock	6,270	\$ <u>(3)</u>	D	Â
Phantom Stock Unit Award	Â <u>(7)</u>	01/03/2009	Disney Common Stock	6,270	\$ <u>(3)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	01/24/2010	Disney Common Stock	1,452	\$ 132.57	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	01/24/2010	Disney Common Stock	65,000	\$ 32.87	D	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	02/05/2011	Disney Common Stock	46,000	\$ 30.22	D	Â
Stock Option (Right to Buy)	Â <u>(11)</u>	01/28/2012	Disney Common Stock	60,000	\$ 22.2	D	Â
Stock Option (Right to Buy)	Â <u>(12)</u>	01/24/2013	Disney Common Stock	25,200	\$ 17.13	D	Â
Stock Option (Right to Buy)	Â <u>(13)</u>	01/22/2014	Disney Common Stock	30,000	\$ 24.64	D	Â
Stock Option (Right to Buy)	Â <u>(14)</u>	01/03/2012	Disney Common Stock	22,000	\$ 28.03	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
McCarthy Christine M			Â EVP-Corp	
500 SOUTH BUENA VISTA STREET	Â	Â	Fin. & RE &	Â
BURBANK,Â CAÂ 915210964			Treasurer	

Signatures

By: Joseph M. Santaniello (POA
on file)

07/08/2005

__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 July 1, 2005. The fund is one investment option in the 401(k) Plan and contains Company matching contributions.

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 on January 24, 2007, subject to certain vesting conditions and subject to acceleration in certain instances. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- (2) Converts at 1-for-1.

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 January 22, 2006, subject to certain vesting conditions and subject to acceleration in certain instances. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- (3) Converts at 1-for-1.

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 January 22, 2008, subject to certain vesting conditions and subject to acceleration in certain instances. Includes dividend equivalents credited with respect to the award, pursuant to the terms thereof.
- (4) Converts at 1-for-1.

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 January 3, 2007, subject to certain vesting conditions and subject to acceleration in certain instances.
- (5) Converts at 1-for-1.

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 January 3, 2009, subject to certain vesting conditions and subject to acceleration in certain instances.
- (6) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The option became fully vested on January 24, 2004.
- (7) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The option became fully vested on January 24, 2005.
- (8) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. Under the option, 36,800 shares are currently vested. The remaining, unvested portion of the option vests as to 9,200 shares on February 5, 2006.
- (9) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. Under the option, 36,000 shares are currently vested. The remaining, unvested portion of the option vests in installments of 12,000 shares on each January 28 of 2006 and 2007.
- (10) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. Under the option, 12,600 shares are currently vested. The remaining, unvested portion of the option vests in installments of 6,300 shares on each January 24 of 2006 and 2007.
- (11) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. Under the option, 7,500 shares are currently vested. The remaining, unvested portion of the option vests in installments of 7,500 shares on each January 22 of 2006, 2007, and 2008.
- (12)
- (13)

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- (14) Option was granted under The Walt Disney Company's Amended and Restated 1995 Stock Incentive Plan, in a transaction exempt under Rule 16(b)-3. The option vests as to 5,500 shares on each January 3 of 2006, 2007, 2008, and 2009.

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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