

BRAVERMAN ALAN N
 Form 4
 January 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
 BRAVERMAN ALAN N

(Last) (First) (Middle)
 500 SOUTH BUENA VISTA STREET
 (Street)

BURBANK, CA 91521

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Exec. VP & General Counsel

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Phantom Stock Unit Award (Bonus-Related)	<u>(1)</u>	01/03/2005			A		17,834		<u>(2)</u>	<u>(2)</u>	Disney Common Stock	17
Stock Option (Right-to-Buy) <u>(3)</u>	\$ 28.03	01/03/2005			A		60,000		<u>(3)</u>	01/03/2012	Disney Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAVERMAN ALAN N 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521			Sr. Exec. VP & General Counsel	

Signatures

By: Joseph M. Santaniello (POA on file) 01/05/2005
 __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) Converts at 1-for-1.

(2) This Stock Unit Award was granted under the 2002 Executive Performance Plan of The Walt Disney Company (the 'Company') and the Amended and Restated 1995 Stock Incentive Plan of the Company, in a transaction exempt under Rule 16b-3. As will be set out in the proxy statement for the Company's 2005 annual meeting of shareholders, the award constitutes a portion of the annual bonus granted by the Company to the reporting person for the Company's 2004 fiscal year. The award is scheduled to vest as to 8,917 stock units on January 3, 2007 and as to the remaining 8,917 stock units on January 3, 2009.

(3) Options were granted under the Company's 1995 Stock Option Plan in a transaction exempt under Rule 16(b)-3. The options vest in four equal installments on each January 3 of 2006 through 2009. In connection with this stock option award, the reporting person also was awarded 35,910 restricted stock units whose vesting is subject to performance vesting criteria. The award was made in the form of the Performance Based Stock Unit Award (Dual Performance Goals) filed by the Company on Form 8-K December 23, 2004.

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.