

WALT DISNEY CO/
Form 3
February 17, 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

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, Planning and Control

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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information contained in this form are not
required to respond unless the form displays a
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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

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	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) 02/17/2005

__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.

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.
- (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 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.
- (3) 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.

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- (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 vests as to 3,750 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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