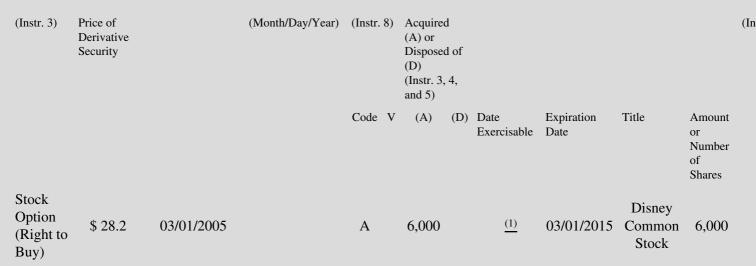
Edgar Filing: LEWIS AYLWIN B - Form 4

Form 4	NB									
March 03, 2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							NT.	PPROVAL		
		STATES		shington				N OMB Number:	3235-0287	
Check this box if no longer									January 31, 2005	
subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hou response	average Jrs per	
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> LEWIS AYLWIN B			2. Issuer Name and Ticker or Trading Symbol WALT DISNEY CO/ [DIS]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)			of Earliest T	ransaction		(Check all applicable)			
KMART, 3100 WEST BIG BEAVER ROAD			(Month/Day/Year) 03/01/2005			X Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
TROY, MI 4808	34						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Densin dem Densert en		. f h . 1	f	Code V		(D) Price				
Reminder: Report or	i a separate line	e for each cl	ass of sec	urities bene	•	•	or indirectly.	ection of	SEC 1474	
					inforn requir	nation cont ed to resp lys a curre	tained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEWIS AYLWIN B KMART 3100 WEST BIG BEAVER ROAD TROY, MI 48084	Х					
Signatures						
By: Joseph M. Santaniello (POA on file)		03/03/2005				
**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) Options were granted under Disney's 1995 Stock Option Plan for Non-Employee Directors in a transaction exempt under Rule 16b-3. Options vest in five equal installments on each March 1 of 2006 through 2010.

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.