

WALT DISNEY CO/  
Form S-8 POS  
August 10, 2011

As filed with the Securities and Exchange Commission on August 10, 2011.

Registration No. 333-159027

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER THE SECURITIES ACT OF 1933*

**THE WALT DISNEY COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

95-4545390  
(I.R.S. Employer Identification No.)

500 South Buena Vista Street

Burbank, California 91521

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(Address, including zip code, of each registrant's principal executive offices)

**The Walt Disney Company Amended and Restated 2005 Stock Incentive Plan**

(Full Title of the Plan)

**Roger J. Patterson, Esq.**

**Managing Vice President- Counsel and Assistant Secretary**

**500 South Buena Vista Street**

**Burbank, California 91521**

**(818) 560-1000**

(Name, address, including zip code, and telephone number, including area code of agent for services)

**EXPLANATORY NOTE**

The Walt Disney Company (the Registrant) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on May 7, 2009, File No. 333-159027 (the 2009 Form S-8), with respect to shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), thereby registered for offer or sale pursuant to the Registrant's Amended and Restated 2005 Stock Incentive Plan (the 2005 Plan). A total of 45,000,000 shares of Common Stock were initially registered for issuance under the 2009 Form S-8.

On March 23, 2011, the shareholders of the Registrant approved the 2011 Stock Incentive Plan (the 2011 Plan), which replaces the Registrant's former stock option plans, including the 2005 Plan. No future awards will be made under the 2005 Plan. According to the terms of the 2011 Plan, any shares issuable under the 2005 Plan, including shares issued pursuant to awards outstanding on March 23, 2011, are available for issuance under the 2011 Plan. The 45,000,000 shares registered under the 2009 Form S-8 (the Carryover Shares) are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment to Registration Statement on Form S-8, the Registrant is filing a Registration Statement on Form S-8 to register the shares of Common Stock that have become available for offer or sale pursuant to the 2011 Plan.

In accordance with Rule 457(p) of the Securities Act of 1933, as amended, and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment Registration Statement on Form S-8 is hereby filed (i) to reallocate the Carryover Shares from the 2005 Plan to the 2011 Plan, and (ii) to carry over the registration fees paid for the Carryover Shares that were previously registered from the 2009 Form S-8 to the Registration Statement on Form S-8 for the 2011 Plan that is filed contemporaneously with the filing of this Post-Effective Amendment to Registration Statement on Form S-8.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burbank, State of California, on August 9, 2011.

THE WALT DISNEY COMPANY

By: /s/ ROGER J. PATTERSON  
**Roger J. Patterson**  
 Managing Vice President-  
 Counsel and Assistant Secretary

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints James A. Rasulo, Alan N. Braverman and Roger J. Patterson, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ ROBERT A. IGER <b>Robert A. Iger</b>	President, Chief Executive Officer and Director <b>(Principal Executive Officer)</b>	August 9, 2011
/s/ JAMES. A. RASULO <b>James A. Rasulo</b>	Senior Executive Vice President and Chief <b>Financial Officer (Principal Financial Officer)</b>	August 9, 2011
/s/ BRENT A. WOODFORD <b>Brent A. Woodford</b>	Senior Vice President Planning and Control <b>(Principal Accounting Officer)</b>	August 9, 2011
/s/ JOHN E. PEPPER <b>John E. Pepper</b>	Chairman of the Board and Director	August 9, 2011
/s/ SUSAN E. ARNOLD <b>Susan E. Arnold</b>	Director	August 9, 2011
<b>John E. Bryson</b>	Director	
/s/ JOHN S. CHEN <b>John S. Chen</b>	Director	August 9, 2011
/s/ JUDITH L. ESTRIN <b>Judith L. Estrin</b>	Director	August 9, 2011

<b>Steven P. Jobs</b>	Director	
/s/ FRED H. LANGHAMMER <b>Fred H. Langhammer</b>	Director	August 9, 2011
/s/ AYLWIN B. LEWIS <b>Aylwin B. Lewis</b>	Director	August 9, 2011
/s/ MONICA C. LOZANO <b>Monica C. Lozano</b>	Director	August 9, 2011
/s/ ROBERT W. MATSCHULLAT <b>Robert W. Matschullat</b>	Director	August 9, 2011
/s/ SHERYL K. SANDBURG <b>Sheryl K. Sandburg</b>	Director	August 9, 2011
/s/ ORIN C. SMITH <b>Orin C. Smith</b>	Director	August 9, 2011