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

FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended September 28, 2013 Commission File Number 1-11605

The Walt Disney Company

Incorporated in Delaware 500 South Buena Vista Street, Burbank, California 91521 (818) 560-1000	I.R.S. Employer Identification No. 95-4545390

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $.01 par value	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Rule 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer (do not check if smaller reporting company)	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates (based on the closing price on the last business day of the registrant's most recently completed second fiscal quarter as reported on the New York Stock Exchange-Composite Transactions) was $102.1 billion. All executive officers and directors of the registrant and all persons filing a Schedule 13D with the Securities and Exchange Commission in respect to registrant's common stock have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant.

There were 1,757,279,616 shares of common stock outstanding as of November 14, 2013.

Documents Incorporated by Reference

Certain information required for Part III of this report is incorporated herein by reference to the proxy statement for the 2014 annual meeting of the Company's shareholders.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of The Walt Disney Company

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, statements of comprehensive income, shareholders' equity and cash flows present fairly, in all material respects, the financial position of The Walt Disney Company and its subsidiaries (the Company) at September 28, 2013 and September 29, 2012, and the results of their operations and their cash flows for each of the three years in the period ended September 28, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 28, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992 (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/PRICEWATERHOUSECOOPERS LLP

Los Angeles, California
November 20, 2013

The following table summarizes the changes in each component of AOCI including our proportional share of equity method investee amounts, net of 37% estimated tax:

	Market Value Adjustments		Unrecognized Pension and Postretirement Medical Expense	Foreign Currency Translation and Other	AOCI
	Investments	Cash Flow Hedges [1]			
Balance at Oct 2, 2010	$ 7	$ (102)	$ (1,866)	$ 80	$ (1,881)
Unrealized gains (losses) arising during the period	2	(72)	(915)	(37)	(1,022)
Reclassifications of realized net (gains) losses to net income	(3)	120	156	—	273
Balance at Oct 1, 2011	6	(54)	(2,625)	43	(2,630)
Unrealized gains (losses) arising during the period	4	38	(829)	(60)	(847)
Reclassifications of realized net (gains) losses to net income	(7)	(36)	220	34	211
Balance at Sept. 29, 2012	3	(52)	(3,234)	17	(3,266)
Unrealized gains (losses) arising during the period	162	208	1,668	(162)	1,876
Reclassifications of realized net (gains) losses to net income	(25)	(73)	295	6	203
Balance at Sept. 28, 2013	$ 140	$ 83	$ (1,271)	$ (139)	$ (1,187)

[1] Reclassifications of gains / (losses) on cash flow hedges are primarily recorded in revenue.

At September 28, 2013, the Company held available-for-sale investments in unrecognized gain positions totaling $228 million and no investments in significant unrecognized loss positions. At September 29, 2012, there were no available-for-sale investments in significant unrecognized gain or loss positions.

12 *Equity-Based Compensation*

Under various plans, the Company may grant stock options and other equity-based awards to executive, management, and creative personnel. The Company's approach to long-term incentive compensation contemplates awards of stock options and restricted stock units (RSUs). Certain RSUs awarded to senior executives vest based upon the achievement of market and/ or performance conditions (Performance RSUs).

Stock options are generally granted at exercise prices equal to or exceeding the market price at the date of grant and become exercisable ratably over a four-year period from the grant date. The following table summarizes contractual terms for our stock option grants:

Grant dates	Contractual Term
Prior to January 2005	10 years
January 2005 through December 2010	7 years
After December 2010	10 years

At the discretion of the Compensation Committee of the Company's Board of Directors, options can occasionally extend up to 15 years after date of grant.

The following table summarizes vesting terms for our RSUs:

Grant dates	Vesting Terms
RSUs:	
Prior to January 2009	50% on each of the second and fourth anniversaries of the grant date
Effective January 2009	Ratably over four years
Performance RSUs:	
Prior to January 2010	50% on each of the second and fourth anniversaries of the grant date subject to achieving market and/or performance conditions
Effective January 2010	Fully after three years, subject to achieving market and/or performance conditions

Starting March 2009 for our primary plan, each share granted subject to a stock option award reduces the number of shares available by one share while each share granted subject to a RSU award reduces the number of shares available by two shares. In March 2011, shareholders of the Company approved the 2011 Stock Incentive Plan, which increased the number of shares authorized to be awarded as grants by 64 million shares. In March 2012, shareholders of the Company approved an amendment to the 2011 Stock Incentive Plan, which increased the number of shares authorized to be awarded as grants by an incremental 15 million shares. As of September 28, 2013, the maximum number of shares available for issuance (assuming all the awards are in the form of stock options) was approximately 113 million shares and the number available for issuance assuming all awards are in the form of RSUs was approximately 57 million shares. The Company satisfies stock option exercises and vesting of RSUs with newly issued shares. Stock options and RSUs are generally forfeited by employees who terminate prior to vesting.

Each year, generally during the second quarter, the Company awards stock options and restricted stock units to a broad-based group of management and creative personnel. The fair value of options is estimated based on the binomial valuation model. The binomial valuation model takes into account variables such as volatility, dividend yield and the risk-free interest rate. The binomial valuation model also considers the expected exercise multiple (the multiple of exercise price to grant price at which exercises are expected to occur on average) and the termination rate (the probability of a vested option being cancelled due to the termination of the option holder) in computing the value of the option.

In fiscal years 2013, 2012 and 2011, the weighted average assumptions used in the option-valuation model were as follows:

	2013	2012	2011
Risk-free interest rate	**1.8%**	2.0%	3.2%
Expected volatility	**26%**	31%	28%
Dividend yield	**1.60%**	1.56%	1.15%
Termination rate	**2.7%**	2.7%	2.5%
Exercise multiple	**1.41**	1.41	1.40

Although the initial fair value of stock options is not adjusted after the grant date, changes in the Company's assumptions may change the value of, and therefore the expense related to, future stock option grants. The assumptions that cause the greatest variation in fair value in the binomial valuation model are the expected volatility and expected exercise multiple. Increases or decreases in either the expected volatility or expected exercise multiple will cause the binomial option value to increase or decrease, respectively.

The volatility assumption considers both historical and implied volatility and may be impacted by the Company's performance as well as changes in economic and market conditions.

Compensation expense for RSUs and stock options is recognized ratably over the service period of the award. Compensation expense for RSUs is based on the market price of the shares underlying the awards on the grant date. Compensation expense for Performance RSUs reflects the estimated probability that the market and/or performance conditions will be met. Effective January 2010, equity-based award grants generally provide continued vesting, in the event of termination, for employees that reach age 60 or greater, have at least ten years of service and have held the award for at least one year.

The impact of stock options/rights and RSUs on income and cash flows for fiscal years 2013, 2012 and 2011, was as follows:

	2013	2012	2011
Stock option/rights compensation expense [(1)]	**$ 101**	$ 115	$ 133
RSU compensation expense	**311**	310	300
Total equity-based compensation expense [(2)]	**412**	425	433
Tax impact	**(139)**	(145)	(151)
Reduction in net income	**$ 273**	$ 280	$ 282
Equity-based compensation expense capitalized during the period	**$ 58**	$ 56	$ 66
Tax benefit reported in cash flow from financing activities	**$ 204**	$ 122	$ 124

(1) Includes stock appreciation rights.

(2) Equity-based compensation expense is net of capitalized equity-based compensation and excludes amortization of previously capitalized equity-based compensation costs. Amortization of previously capitalized equity-based compensation totaled $65 million, $59 million and $57 million in fiscal years 2013, 2012 and 2011, respectively.

The following table summarizes information about stock option transactions (shares in millions):

	2013	
	Shares	**Weighted Average Exercise Price**
Outstanding at beginning of year	**54**	**$ 32.02**
Awards forfeited	**(1)**	**39.62**
Awards granted	**8**	**51.37**
Awards exercised	**(20)**	**29.57**
Awards expired/cancelled	**—**	**—**
Outstanding at end of year	**41**	**37.06**
Exercisable at end of year	**18**	**30.03**

The following tables summarize information about stock options vested and expected to vest at September 28, 2013 (shares in millions):

	Vested		
Range of Exercise Prices	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Years of Contractual Life
$ 0 — $ 20	1	$ 18.90	1.8
$ 21 — $ 25	3	21.70	1.9
$ 26 — $ 30	6	28.84	1.7
$ 31 — $ 35	5	32.38	3.6
$ 36 — $ 45	3	39.60	7.7
	18		

Range of Exercise Prices	Expected to Vest: Number of Options [1]	Expected to Vest: Weighted Average Exercise Price	Expected to Vest: Weighted Average Remaining Years of Contractual Life
$ 0 — $ 30	1	$ 27.84	2.5
$ 31 — $ 35	2	31.19	6.3
$ 36 — $ 45	10	39.11	7.9
$ 46 — $ 65	7	51.17	9.3
	20		

(1) Number of options expected to vest is total unvested options less estimated forfeitures.

The following table summarizes information about RSU transactions (shares in millions):

	2013	
	Units	**Weighted Average Grant-Date Fair Value**
Unvested at beginning of year	**27**	**$ 35.49**
Granted [1]	**7**	**50.92**
Vested	**(12)**	**31.73**
Forfeited	**(1)**	**36.65**
Unvested at end of year [2]	**21**	**42.28**

(1) RSU grants include 0.4 million shares of Performance RSUs.

(2) 1.3 million of the unvested RSUs are Performance RSUs.

The weighted average grant-date fair values of options granted during 2013, 2012 and 2011 were $12.38, $10.65 and $10.96, respectively. The total intrinsic value (market value on date of exercise less exercise price) of options exercised and RSUs vested during 2013, 2012 and 2011 totaled $1,162 million, $1,033 million and $969 million, respectively. The aggregate intrinsic values of stock options vested and expected to vest at September 28, 2013 were $635 million and $459 million, respectively.

As of September 28, 2013, there was $147 million of unrecognized compensation cost related to unvested stock options and $520 million related to unvested RSUs. That cost is expected to be recognized over a weighted-average period of 1.6 years for stock options and 1.6 years for RSUs.

Cash received from option exercises for 2013, 2012 and 2011 was $587 million, $1,008 million and $1,128 million, respectively. Tax benefits realized from tax deductions associated with option exercises and RSU activity for 2013, 2012 and 2011 totaled $398 million, $360 million and $342 million, respectively.

Proxy Summary

This summary provides highlights of certain information in this proxy statement. As it is only a summary, please review the complete proxy statement and 2013 annual report before you vote.

Disney delivered strong financial performance in fiscal 2013, which combined with Mr. Iger's continued outstanding leadership and vision, led to an above-target bonus for Mr. Iger. However, Mr. Iger's cash bonus declined versus his fiscal 2012 bonus as the Company's outperformance relative to financial measures established by the Compensation Committee did not match the magnitude of outperformance delivered in fiscal 2012, demonstrating the effectiveness of the Company's pay-for-performance compensation plan.

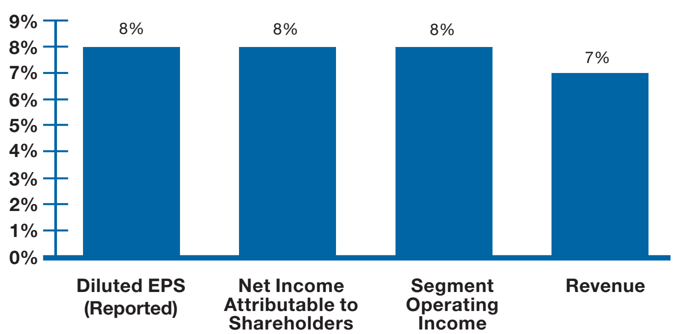
Fiscal 2013 Performance

The Company delivered strong financial performance in fiscal 2013 and achieved record revenue, net income and earnings per share for the third year in a row. Compared to fiscal 2012:

Strong financial performance in fiscal 2013 contributed to strong shareholder returns as measured for one, three and five-year periods.

- Diluted earnings per share, net income attributable to shareholders and segment operating income each increased by 8% and revenue increased by 7%.

Growth Rate from FY 2012 to FY 2013



*For a reconciliation of segment operating income to net income, see Annex B.

Equity Award Value	The annual equity award value for Mr. Mayer is equal to two times his expected fiscal year end salary, as set forth in his employment agreement. In addition, the Committee made a special award of time-based restricted stock units to Mr. Mayer following the completion of the Lucasfilm acquisition on the recommendation of Mr. Iger and to reflect the exceptional efforts of Mr. Mayer in the negotiation and completion of this acquisition.

Ms. Parker

Salary	The Committee increased Ms. Parker's salary by 8% to $700,000, the amount provided in her new employment agreement, to reflect changes in the market for executive talent and her continued outstanding performance.
Performance-based Bonus	Target Bonus Ms. Parker's target bonus for fiscal 2013 is equal to 1.25 times her fiscal year end salary, as set forth in her employment agreement. Other Performance Factor The Committee applied a factor of 115% with respect to other performance factors for Ms. Parker in fiscal 2013 compared to a factor of 145% in fiscal 2012. The determination this year reflected Mr. Iger's recommendation and Ms. Parker's accomplishments during the year including: • Ms. Parker continued to lead development of an efficient and effective human relations operating model including development of centers of excellence in talent acquisition and development of a shared services model for human relations functions; • Ms. Parker continued to lead diversity and inclusion initiatives including improvements in diversity at the executive level, expanded hiring of veterans, launch of a global women and workplace initiative, and launch of an enterprise-wide Hispanic initiative; • Ms. Parker led an initiative to harmonize compensation and benefit programs across the Company to promote efficient movement of talent within the Company; and • Ms. Parker led the implementation of health care changes for the Company designed to provide competitive medical plan options, improve health care services and promote health and wellness programs for employees while reducing the rate of cost increases.
Equity Award Value	The equity award value for Ms. Parker is equal to two times her expected fiscal year end salary, as set forth in her employment agreement.

Compensation Committee Report

The Compensation Committee has:

(1) reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management; and
(2) based on this review and discussion, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement relating to the 2013 Annual Meeting of shareholders.

Members of the Compensation Committee

Susan E. Arnold (Chair)
John S. Chen
Fred H. Langhammer
Aylwin B. Lewis

Compensation Tables

Fiscal 2013 Summary Compensation Table

The following table provides information concerning the total compensation earned in fiscal 2011, fiscal 2012 and fiscal 2013 by the chief executive officer, the chief financial officer and the three other persons serving as executive officers at the end of fiscal 2013 who were the most highly compensated executive officers of the Company in fiscal 2013. These five officers are referred to as the named executive officers or NEOs in this proxy statement. Information regarding the amounts in each column follows the table.

Name and Principal Position	Fiscal Year	Salary	Stock Awards[1]	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings[2]	All Other Compensation	Total
Robert A. Iger Chairman and Chief Executive Officer	2013	$2,500,000	$8,804,278	$8,478,239	$13,570,000	$—	$968,538	$34,321,055
	2012	2,500,000	9,532,500	7,750,008	16,520,000	3,124,640	800,700	40,227,848
	2011	2,000,000	8,100,073	4,800,008	15,500,000	2,071,385	962,932	33,434,398
James A. Rasulo Senior Executive Vice President and Chief Financial Officer	2013	1,649,231	3,118,894	2,039,996	3,850,000	—	37,912	10,696,033
	2012	1,487,500	3,010,525	1,800,010	4,075,000	1,791,533	32,548	12,197,116
	2011	1,436,538	2,936,333	1,740,007	3,750,000	1,190,059	21,205	11,074,142
Alan N. Braverman Senior Executive Vice President, General Counsel and Secretary	2013	1,284,769	1,590,028	1,040,008	2,950,000	—	58,632	6,923,437
	2012	1,230,000	1,672,514	1,000,003	3,370,000	970,913	56,328	8,299,758
	2011	1,186,538	1,620,086	960,004	3,100,000	853,475	73,102	7,793,205
Kevin A. Mayer Executive Vice President, Corporate Strategy and, Business Development	2013	866,785	1,400,869	719,998	1,275,000	—	31,738	4,294,390
	2012	763,552	1,010,249	604,001	1,307,000	486,821	35,517	4,207,140
	2011	740,894	1,019,278	604,005	1,207,000	313,052	20,085	3,904,314
M. Jayne Parker Executive Vice President and Chief Human Resources Officer	2013	687,308	856,177	560,005	990,000	—	40,425	3,133,915
	2012	643,750	936,625	560,005	1,105,000	705,057	38,680	3,989,117
	2011	625,000	911,337	540,002	1,010,000	441,259	38,205	3,565,803

1 Stock awards for each fiscal year include awards subject to performance conditions that were valued based on the probability that performance targets will be achieved. Assuming the highest level of performance conditions are achieved, the grant date stock award values would be as follows:

Fiscal Year	Mr. Iger	Mr. Rasulo	Mr. Braverman	Mr. Mayer	Ms. Parker
2013	$12,717,432	$3,825,080	$1,950,046	$1,650,121	$1,050,035
2012	11,625,000	3,375,028	1,875,015	1,132,566	1,050,028
2011	9,000,082	3,262,593	1,800,096	1,132,531	1,012,597

2 As described more fully under "Change in Pension Value and Nonqualified Deferred Compensation Earnings" below, the changes in pension value in fiscal 2011 and fiscal 2012 were driven largely by changes in the discount rate applied to calculate the present value of future pension payments. In fiscal 2013, an increase in the discount rate caused the change in the pension value to be negative for each of the named executive officers. The changes in pension value were $(531,988), $(309,208), $(164,742), $(138,062) and $(49,723) for Mr. Iger, Mr. Rasulo, Mr. Braverman, Mr. Mayer and Ms. Parker, respectively.

Salary. This column sets forth the base salary earned during each fiscal year, none of which was deferred.

Stock Awards. This column sets forth the grant date fair value of the restricted stock unit awards granted to the named executive officers during each fiscal year as part of the Company's long-term incentive compensation program. The grant date fair value of these awards was calculated by multiplying the number of units awarded by the average of the high and low trading price of the Company's common stock on the grant date, subject to valuation adjustments for restricted stock unit awards subject to performance-based vesting conditions other than the test to assure deductibility under Section 162(m) of the Internal Revenue Code. The valuation adjustments, which reflect the fact that the number of shares received on vesting varies based on the level of performance achieved, were determined using a Monte Carlo simulation that determines the probability that the performance targets will be achieved. The grant date fair

Continues on next page ▶

value of the restricted stock unit awards granted during fiscal 2013 is also included in the Fiscal 2013 Grants of Plan Based Awards table on page 37.

Option Awards. This column sets forth the grant date fair value of options to purchase shares of the Company's common stock granted to the named executive officers during each fiscal year. The grant-date fair value of these options was calculated using the binomial option pricing model. The assumptions used in estimating the fair value of these options are set forth in footnote 12 to the Company's Audited Financial Statements for fiscal 2013. The grant date fair value of the options granted during fiscal 2013 is also included in the Fiscal 2013 Grants of Plan Based Awards table on page 37.

Non-Equity Incentive Plan Compensation. This column sets forth the amount of compensation earned by the named executive officers under the Company's annual performance-based bonus program during each fiscal year. A description of the Company's annual performance-based bonus program is included in the discussion of *"2013 Total Direct Compensation"* in the *"Executive Compensation Program Structure"* section, and the determination of performance-based bonuses for fiscal 2013 is described in the *"2013 Compensation Decisions"* section, of the *Compensation Discussion and Analysis*, beginning on page 19.

Change in Pension Value and Nonqualified Deferred Compensation Earnings. This column reflects the aggregate change in the actuarial present value of each named executive officer's accumulated benefits under all defined benefit plans, including supplemental plans, during each fiscal year. The amounts reported in this column vary with a number of factors, including the discount rate applied to determine the value of future payment streams. As a result of a reduction in prevailing interest rates in the credit markets since late 2008, the discount rate used pursuant to pension accounting rules to calculate the present value of future payments decreased from 4.75% for fiscal 2011 to 3.85% for fiscal 2012 driving the substantial increases in the present value of future payments reported for fiscal 2011 and fiscal 2012. The discount rate increased in fiscal 2013, which drove the decline for that year noted in the footnote to the table. Neither the increase nor the decrease in pension value resulting from changes in the discount rate results in any increase or decrease in benefits payable to participants under the plan.

None of the named executive officers was credited with earnings on deferred compensation other than Mr. Iger, whose earnings on deferred compensation, which are disclosed below under "Deferred Compensation," were not payable at above market rates and therefore are not reported in this column.

All Other Compensation. This column sets forth all of the compensation for each fiscal year that we could not properly report in any other column of the table, including:

- the incremental cost to the Company of perquisites and other personal benefits;
- the amount of Company contributions to employee savings plans;
- the dollar value of insurance premiums paid by the Company with respect to excess liability insurance for the named executive officers; and
- the dollar amount of matching charitable contributions made to charities pursuant to the Company's charitable gift matching program, which is available to all regular US employees with at least one year of service.

The dollar amount of matching charitable contributions was $15,000, $16,000, $2,000 and $11,500 for Mr. Iger, Mr. Rasulo, Mr. Braverman and Mr. Mayer, respectively.

In accordance with the SEC's interpretations of its rules, this column also sets forth the incremental cost to the Company of certain items that are provided to the named executive officers for business purposes but which may not be considered integrally related to his or her duties.

The following table sets forth the incremental cost to the Company of each perquisite and other personal benefit that exceeded the greater of $25,000 or 10% of the total amount of perquisites and personal benefits for a named executive officer in fiscal 2013.

	Personal Air Travel	Security	Other	Total
Robert A. Iger	$332,808	$584,075	$30,730	$947,613
James A. Rasulo	—	—	15,801	15,801
Alan N. Braverman	—	—	50,721	50,721
Kevin A. Mayer	—	—	14,745	14,745
M. Jayne Parker	—	—	34,556	34,556

The incremental cost to the Company of the items specified above was determined as follows:

- Personal air travel: the actual catering costs, landing and ramp fees, fuel costs and lodging costs incurred by flight crew plus a per hour charge based on the average hourly maintenance costs for the aircraft during the year for flights that were purely personal in nature, and a pro rata portion of catering costs where personal guests accompanied a named executive officer on flights that were business in nature. Where a personal flight coincided with the repositioning of an aircraft following a business flight, only the incremental costs of the flight compared to an immediate repositioning of the aircraft are included. As noted on page 24, above, Mr. Iger is required for security reasons to use corporate aircraft for all of his personal travel.

- Security: the actual costs incurred by the Company for providing security equipment and services.

The "Other" column in the table above includes, to the extent a named executive officer elected to receive any of these benefits, the incremental cost to the Company of the vehicle benefit, personal air travel where the cost to the Company was less than $25,000, reimbursement of up to $450 for health club membership or exercise equipment and reimbursement of expenses for financial consulting.

The named executive officers also were eligible to receive the other benefits described in *the Compensation Discussion and Analysis* under the discussion of "*Benefits and Perquisites*" in the "*Compensation Program Elements*" section, which involved no incremental cost to the Company or are offered through group life, health or medical reimbursement plans that are available generally to all of the Company's salaried employees.

Fiscal 2013 Grants of Plan Based Awards Table

The following table provides information concerning the range of awards available to the named executive officers under the Company's annual performance-based bonus program for fiscal 2013 and information concerning the option grants and restricted stock unit awards made to the named executive officers during fiscal 2013. Additional information regarding the amounts reported in each column follows the table.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards						
		Grant Date	Threshold	Target	Maximum	Threshold	Target	Maximum	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Closing Price of Shares Underlying Options	Grant Date Fair Value of Stock and Option Awards
Robert A. Iger		1/16/13							685,550	$51.29	$51.53	$8,478,239
		1/16/13				82,650	165,301	247,951				8,804,278[1]
			$4,200,000	$12,000,000	$24,000,000							
James A. Rasulo		1/16/13							164,954	$51.29	$51.53	$2,039,996
	(A)	1/16/13					29,831					1,530,032
	(B)	1/16/13				14,915	29,831	44,746				1,588,862[1]
			$1,190,000	$3,400,000	$6,800,000							
Alan N. Braverman		1/16/13							84,095	$51.29	$51.53	$1,040,008
	(A)	1/16/13					15,208					780,018
	(B)	1/16/13				7,604	15,208	22,812				810,010[1]
			$910,000	$2,600,000	$5,200,000							
Kevin A. Mayer		1/16/13							58,219	$51.29	$51.53	$719,998
	(A)	1/16/13					10,529					540,032
	(B)	1/16/13				5,264	10,529	15,793				560,797[1]
	(C)	3/5/13					5,335					300,040
			$393,750	$1,125,000	$2,250,000							
M. Jayne Parker		1/16/13							45,282	$51.29	$51.53	$560,005
	(A)	1/16/13					8,189					420,014
	(B)	1/16/13				4,094	8,189	12,283				436,163[1]
			$306,250	$875,000	$1,750,000							

1 Stock awards for fiscal 2013 subject to performance conditions in addition to the test to assure deductibility under Section 162(m) were valued based on the probability that performance targets will be achieved. Assuming the highest level of performance conditions are achieved, the grant date fair values for performance-based stock awards made in fiscal 2013 would be $12,717,432, $2,295,048, $1,170,027, $810,049 and $630,021 for Mr. Iger, Mr. Rasulo, Mr. Braverman, Mr. Mayer and Ms. Parker, respectively.

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