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Form 8-K
June 17, 2002

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED):

June 17, 2002

THE WALT DISNEY COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OF JURISDICTION OF INCORPORATION)

1-11605
(COMMISSION FILE NUMBER)

95-4545390
(IRS EMPLOYER IDENTIFICATION NO.)

500 South Buena Vista Street, Burbank, California
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

91521
(ZIP CODE)

(818) 560-1000
(REGISTRANT'S TELEPHONE NUMBER)

ITEM 5. OTHER EVENTS

On June 17, 2002 the Company submitted to the Luxembourg Stock Exchange an Information Memorandum in connection with the Company's U.S. \$4 billion programme for the issuance of debt securities. As required by the United States Securities Exchange Commission (SEC) regulations, the Company included in the Information Memorandum disclosure of the impact of adopting Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142) for the fiscal years ended September 30, 1999, 2000 and 2001. The Company adopted SFAS 142 effective October 1, 2001. As required by the SEC regulations, a copy of this disclosure is filed herewith as Exhibit 99.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

99

Impact of SFAS 142

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized

THE WALT DISNEY COMPANY

By: /s/ David K. Thompson

David K. Thompson
Senior Vice President
Assistant General Counsel

Date: June 17, 2002

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Impact of SFAS 142

Exhibit 99

Effective October 1, 2001, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). As a result of adopting SFAS 142, a substantial amount of the Company's goodwill and intangible assets are no longer amortized, and the Company is required to perform an annual impairment test for goodwill and intangible assets.

The following table provides a reconciliation of reported net (loss) earnings for the prior years to adjusted earnings had SFAS 142 been applied as of the beginning of fiscal 1999:

Year Ended September 30	2001		2000		1999	
	Amount	Earnings per Share	Amount	Earnings per Share	Amount	Earnings per Share
Reported earnings attributed to Disney Common Stock before the cumulative effect of accounting changes (Diluted)	\$ 237	\$ 0.11	\$1,196	\$ 0.57	\$1,300	\$ 0.62
Cumulative effect of accounting changes (Diluted)	(278)	(0.13)	--	--	--	--
Reported net (loss) earnings attributed to Disney Common Stock (Diluted)	(41)	(0.02)	1,196	0.57	1,300	0.62
Add back amortization (net of tax):						
Goodwill	349	0.17	351	0.16	368	0.18
Indefinite life intangible assets	50	0.02	61	0.03	193	0.09
Adjusted earnings attributed to Disney Common Stock after the cumulative effect of accounting changes (Diluted)	\$ 358	\$ 0.17	\$1,608	\$ 0.76	\$1,861	\$ 0.89
Adjusted earnings per share attributed to Disney Common Stock after the cumulative effect of accounting changes (Basic)		\$ 0.17		\$ 0.78		\$ 0.91
Average number of common and common equivalent shares outstanding attributed to Disney Common Stock						
Diluted		2,100		2,103		2,083
Basic		2,085		2,074		2,056

