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WALT DISNEY CO/  
Form 8-K/A  
June 28, 2002

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

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FORM 8-K/A  
(Amendment No. 1)

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 28, 2002  
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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

The Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142) effective October 1, 2001, the beginning of its current fiscal year. On June 17, 2002, the Company filed supplemental information on Form 8-K regarding the pro forma impact of eliminating goodwill and intangible asset amortization for the prior fiscal years ended September 30, 1999, 2000 and 2001.

The adjusted earnings and earnings per share figures in this supplemental information should have excluded all goodwill and intangible asset amortization but, inadvertently, the respective amounts for fiscal 2001 and 2000 did not eliminate all of the goodwill and intangible asset charges associated with the Internet Group. As a result, the supplemental earnings and earnings per share figures for fiscal 2001 and 2000 are better than originally filed, as follows (\$ in millions except per share amounts).

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Year Ended September 30	2001		2000	
	Amount	Earnings per Share	Amount	Earnings per Share
Adjusted earnings attributed to Disney Common Stock after the cumulative effect of accounting changes as previously reported on Form 8-K	\$ 358	\$ 0.17	\$1,608	\$ 0.76
Goodwill and intangible asset amortization adjustment	255	0.12	549	0.27
Adjusted earnings attributed to Disney Common Stock after the cumulative effect of accounting changes as amended	\$ 613	\$ 0.29	\$2,157	\$ 1.03

The amended prior-year pro forma disclosure filed herewith as Exhibit 99 includes the corrected amounts that reflect the changes detailed above.

These changes have no impact on the Company's as-reported earnings and earnings per share, nor on any of the pro forma information, nor any other information presented in the Form 10-K for the three years ended September 30, 2001.

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

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undersigned hereunto duly authorized

THE WALT DISNEY COMPANY

By: /s/ David K. Thompson

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David K. Thompson  
Senior Vice President  
Assistant General Counsel

Date: June 28, 2002

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:

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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	604	0.29	880	0.42	368	0.18
Indefinite life intangible assets	50	0.02	81	0.04	193	0.09
Adjusted earnings attributed to Disney Common Stock after the cumulative effect of accounting changes (Diluted)	\$ 613	\$ 0.29	\$ 2,157	\$ 1.03	\$ 1,861	\$ 0.89
Adjusted earnings per share attributed to Disney Common Stock after the cumulative effect of accounting changes (Basic)	\$ 0.29		\$ 1.04		\$ 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	