

WALT DISNEY CO/
Form 425
February 11, 2004

Filed by Comcast Corporation pursuant to
Rule 425 under the Securities Act of 1933
and
deemed filed pursuant to Rule 14a-12 and
Rule 14d-2 under the Securities Exchange
Act of 1934

Subject Company: The Walt Disney Company
Commission File No. 001-11605

Date: February 11, 2004

The following employee questions and answers were posted to Comcast Corporation's internal website:

**EMPLOYEE QUESTIONS AND ANSWERS REGARDING
THE PROPOSED MERGER**

Q: What has happened between Comcast and Disney?

A: On February 11, 2004, Comcast sent a letter to Disney proposing a merger with Disney to create one of the world's premiere entertainment and communications companies.

Q: Why has Comcast made an offer for Disney?

A: The combination of Comcast and Disney would create one of the world's premier entertainment and communications companies by uniting Comcast's distribution platform including the nation's largest cable television and high speed internet businesses with Disney's tremendous collection of programming assets such as ESPN, Disney animated classics and the ABC television network and stations as well as Disney's Parks and Resorts and Consumer Products.

Q: What is Disney?

A: The Walt Disney Company is a diversified, international family entertainment and media enterprise with affiliates including Walt Disney Parks and Resorts, The Walt Disney Studios, ABC Inc., ESPN, Disney Channel, Disney Consumer Products, television and radio stations.

Q: What happens next?

A: We have sent a letter to Disney proposing the merger and outlining the benefits of combining both companies. Comcast believes that a united company would benefit Comcast and Disney shareholders, employees, and customers.

Q: Will there be a reduction in workforce at Comcast as a result of the merger proposal?

A: It is premature to address workforce issues at this time.

Q: Where can I find out more information?

A: There will be information and regular updates provided for you on TeamComcast. Public information about the merger will be available through a special link on Comcast.com.

Q: Will this action have any impact on customer rates and services?

A: This announcement represents only a proposal to combine the companies. It will not affect customer prices or service.

#

Note: the following notice is included to meet certain legal requirements:

FORWARD LOOKING STATEMENTS

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the those words and other comparable words. Comcast Corporation ("Comcast") wishes to take advantage of the "safe harbor" provided for by the Private Securities Litigation Reform Act of 1995 and you are cautioned that actual events or results may differ materially from the expectations expressed in such forward-looking statements as a result of various factors, including risks and uncertainties, many of which are beyond the control of Comcast. Factors that could cause actual results to differ materially include, but are not limited to: (1) the businesses of Comcast and The Walt Disney Company ("Disney") may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected combination benefits from the Comcast/Disney transaction may not be fully realized or realized within the expected time frame; (3) revenues following the Comcast/Disney transaction may be lower than expected; (4) operating costs, customer loss and business disruption, including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the Comcast/Disney transaction; (5) the regulatory approvals required for the Comcast/Disney transaction may not be obtained on the proposed terms or on the anticipated schedule; (6) the effects of legislative and regulatory changes; (7) the potential for increased competition; (8) technological changes; (9) the need to generate substantial growth in the subscriber base by successfully launching, marketing and providing services in identified markets; (10) pricing pressures which could affect demand for Comcast or Disney services; (11) the ability to expand distribution; (12) changes in labor, programming, equipment and capital costs or availability; (13) the continued ability to create or acquire programming and products that customers will find attractive; (14) future acquisitions, strategic partnerships and divestitures; (15) international, political and military developments that may affect, among other things, travel and leisure businesses generally or Disney's parks and resorts operations specifically, or result in increases in broadcasting costs or loss of advertising revenue; (16) adverse weather conditions or natural disasters, such as hurricanes and earthquakes, which may, among other things, impair performance at Disney's parks and resorts; (17) general business and economic conditions; and (18) other risks described from time to time in Comcast's periodic reports filed with the Securities and Exchange Commission (the "Commission").

ADDITIONAL INFORMATION

Any information concerning Disney contained in this filing has been taken from, or is based upon, publicly available information. Although Comcast does not have any information that would indicate that any information contained in this filing that has been taken from such documents is inaccurate or incomplete, Comcast does not take any responsibility for the accuracy or completeness of such information. To date, Comcast has not had access to the books and records of Disney.

Investors and security holders are urged to read the disclosure documents regarding the proposed Comcast/Disney transaction, when they become available, because they will contain important information. The disclosure documents will be filed with the Commission by Comcast. Investors and security holders may obtain a free copy of the disclosure documents (when they are available) and other documents filed by Comcast with the Commission at the Commission's website at www.sec.gov. The disclosure documents and these other documents may also be obtained for free from Comcast by directing a request to Comcast Corporation, 1500 Market Street, Philadelphia, Pennsylvania 19102-2148, Attention: General Counsel.

Comcast and certain of its directors and officers may be deemed to be participants in solicitations of proxies or consents from Comcast's and Disney's shareholders. A detailed list of the names, titles and interests of these persons is contained in a filing made by Comcast with the Commission pursuant to Rule 425 on February 11, 2004.