

ABC Radio Holdings, Inc.  
Form 4  
June 12, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALT DISNEY CO/

(Last) (First) (Middle)

THE WALT DISNEY COMPANY, 500 SOUTH BUENA VISTA ST.

(Street)

BURBANK, CA 91521

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ABC Radio Holdings, Inc. [NONE]

3. Date of Earliest Transaction (Month/Day/Year)

06/12/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock, no par value	06/12/2007		J <sup>(1)</sup>	151,707,199 D \$ 0 0		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALT DISNEY CO/ THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA ST. BURBANK, CA 91521		X		
Disney Enterprises, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA ST. BURBANK, CA 91521		X		
ABC Enterprises, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA ST. BURBANK, CA 91521		X		
ABC, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA ST. BURBANK, CA 91521		X		
ABC Holding CO Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA ST. BURBANK, CA 91521		X		

## Signatures

/s/ David K. Thompson, Senior Vice President-Deputy General Counsel-Corporate and Assistant Secretary

06/12/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person distributed the shares to its shareholders on a pro rata basis. The reporting person obtained direct ownership of the shares via a dividend from its wholly-owned subsidiary Disney Enterprises, Inc. on 6/7/07, which obtained direct ownership of the shares via a dividend from its wholly-owned subsidiary ABC Enterprises, Inc. on 5/25/07, which obtained direct ownership of the shares via a dividend from its wholly-owned subsidiary ABC, Inc. on 5/24/07, which obtained direct ownership of the shares via a dividend from its wholly-owned subsidiary ABC Holding Company Inc. on 5/21/07.

### Remarks:

#### Exhibit List Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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