ABC Radio Holdings, Inc.

Form 4 June 12, 2007

OMB APPROVAL

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005 Estimated average

subject to Section 16. Form 4 or

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

burden hours per

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ABC Radio Holdings, Inc. [NONE]

(Check all applicable)

Officer (give title

(Last)

(Middle) (First)

3. Date of Earliest Transaction

Director

below)

X 10% Owner

Other (specify

THE WALT DISNEY COMPANY, 500 SOUTH BUENA VISTA ST.

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

06/12/2007

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

BURBANK, CA 91521

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities Acquired (A) or 5. Amount of TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

6. Securities Ownership Beneficially Form: Owned Direct (D) or Indirect Following

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Month/Day/Year)

Reported (A) Transaction(s)

(I) (Instr. 4)

Code V Amount

(Instr. 3 and 4) Price (D)

D

Common Stock, no

(Instr. 3)

J(1)151,707,199 06/12/2007 D \$0

par value

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.

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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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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	į
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	i
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						1
	·				(A) or						1
					Disposed						,
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	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

**Signature of Reporting Person

Date

Reporting Owners 2

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
- (1) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.