

ABC Radio Holdings, Inc.
 Form 3/A
 June 12, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>WALT DISNEY CO/</p> <p>(Last) (First) (Middle)</p> <p>THE WALT DISNEY COMPANY, 500 SOUTH BUENA VISTA STREET</p> <p>(Street)</p> <p>BURBANK, CA 91521</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/08/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ABC Radio Holdings, Inc. [NONE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/11/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	\$ 10	I	See ⁽¹⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (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 STREET BURBANK, CA 91521	^	^ X	^	^
Disney Enterprises, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	^	^ X	^	^
ABC Enterprises, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	^	^ X	^	^
ABC, Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	^	^ X	^	^
ABC Holding CO Inc. THE WALT DISNEY COMPANY 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	^	^ X	^	^

Signatures

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

06/11/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) As of the date of the event requiring this Form 3, these shares were owned directly by ABC Holding Company Inc., which is a wholly-owned subsidiary of ABC, Inc., which is a wholly-owned subsidiary of ABC Enterprises, Inc., which is a wholly-owned subsidiary of Disney Enterprises, Inc., which is a wholly-owned subsidiary of The Walt Disney Company. The Walt Disney Company, Disney Enterprises, Inc., ABC Enterprises, Inc. and ABC, Inc. are indirect beneficial owners of the reported securities.

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.