ABRAHAM ALLISON H

Form 4 May 07, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Report ABRAHAM ALLISON	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
		OVERSTOCK.COM, INC [OSTK]	(Check all applicable)
(Last) (First)	(Middle)	3. Date of Earliest Transaction	
		(Month/Day/Year)	X Director 10% Owner
511 NALLS DAIRY CT		05/03/2013	Officer (give title below) Other (specify below)
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
		Filed(Month/Day/Year)	Applicable Line)
			X Form filed by One Reporting Person
GREAT FALLS, VA 220	066		Form filed by More than One Reporting Person
(C:+)	(7in)		

(City)	(State)	Tabl	e I - Non-L	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	05/03/2013		M	4,375	A	\$ 0.0001	23,975	D	
Common Stock	05/04/2013		M	2,000	A	\$ 0.0001	25,975	D	

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/03/2013		M	4,375	<u>(1)</u>	<u>(1)</u>	Common Stock	4,375	\$
Restricted Stock Units	(2)	05/04/2013		M	2,000	(2)	(2)	Common Stock	2,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
ABRAHAM ALLISON H 511 NALLS DAIRY CT GREAT FALLS, VA 22066	X						

Signatures

/s/ Mark Harden (attorney-in-fact) 05/07/2013

**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).
- Each Restricted Stock Unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock
 Units vest as to 25% at the close of business on May 3, 2013, 25% at the close of business on May 3, 2014, and the remaining
 50% at the close of business on May 3, 2015. Vested shares will be delivered to the reprting person promptly after the Restricted Stock
 Units vest.
- Each Restricted Stock Unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock Units vest as to 25% at the close of business on May 4, 2012, 25% at the close of business on May 4, 2013, and the remaining 50% at the close of business on May 4, 2014. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.

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.

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