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MITCHELL SAMUEL APPLETON

Form 4 May 14, 2013

FORM 4

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

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MITCHELL SAMUEL APPLETON

| MITCHELL SAMUEL APPLETON | | | Symbol | | | | | Issuer | | | |
|--------------------------|--------------------|-------------|--------------------------------|------------|----------|---------|--------------|---|--------------------|--------------|--|
| | | | OVERSTOCK.COM, INC [OSTK] | | | | OSTK] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date o | f Earliest | Transact | on | | ** | | | |
| | | | (Month/I | Day/Year) | | | | _X_ Director | 10% | Owner | |
| 6350 SOUTH 3000 EAST | | | 05/10/2013 | | | | | Officer (give to below) | title Other below) | er (specify | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | | | | | Applicable Line) | | | |
| | | | | | | | | _X_ Form filed by O | | | |
| SALT LAI | KE CITY, UT 84 | 121 | | | | | | Form filed by M Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non | -Derivat | ive Sec | urities Acqu | iired, Disposed of, | , or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction Dat | e 2A. Deen | ned | 3. | 4. Sec | urities | Acquired (A) | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) |) Execution | n Date, if | Transact | iomr Dis | posed o | of (D) | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | | Code | (Instr. | 3, 4 an | d 5) | Beneficially | Form: | Beneficial | |
| | | (Month/I | Day/Year) | (Instr. 8) | | | | Owned | Direct (D) | Ownership | |
| | | | | | | | | Following | or Indirect | (Instr. 4) | |
| | | | | | | (A |) | Reported | (I) | | |
| | | | | | | 01 | | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | | |
| | | | | Code V | / Amou | nt (D |) Price | (msu. 3 and 4) | | | |
| Common | | | | | | | \$ | | | | |
| Stock | 05/10/2013 | | | S(1) | 2,100 |) D | 25.2158 | 15,875 | 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)

(2)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| MITCHELL SAMUEL APPLETON 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121 | X | | | | | | |

Signatures

/s/ Mark Harden (attorney-in-fact) 05/14/2013

**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).
- (1) The sales reported in this Form 4 were effected pusuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 29, 2012.
- \$25.2158 is the weighted average sale price for the 2,100 shares sold May 10, 2013. There were 98 trades priced between \$24.82 and (2) \$25.51 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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