

WILLIAMS JEFFREY E

Form 4

October 19, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS JEFFREY E

2. Issuer Name **and** Ticker or Trading
Symbol
APPLE INC [AAPL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1 INFINITE LOOP

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CUPERTINO, CA 95014

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/15/2010		M		3,750	A	<u>11</u>	51,176	D
Common Stock	10/15/2010		M		3,750	A	<u>11</u>	54,926	D
Common Stock ⁽²⁾	10/15/2010		F		3,502	D	\$ 317.74	51,424	D
Common Stock	10/18/2010		M		10,000	A	<u>11</u>	61,424	D
Common Stock ⁽²⁾	10/18/2010		F		4,668	D	\$ 318	56,756	D

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

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(9-02)

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

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/15/2010		M	3,750	10/15/2010 ⁽³⁾ 10/15/2013	Common Stock 3,750
Restricted Stock Unit	<u>(1)</u>	10/15/2010		M	3,750	10/15/2010 ⁽⁴⁾ 10/15/2012	Common Stock 3,750
Restricted Stock Unit	<u>(1)</u>	10/18/2010		M	10,000	10/18/2010 ⁽⁵⁾ 10/18/2011	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS JEFFREY E 1 INFINITE LOOP CUPERTINO, CA 95014	Senior Vice President

Signatures

/s/ Jeffrey E.
Williams 10/19/2010

**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) Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.

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- (3) This restricted stock unit award was granted on September 26, 2009 and vests in semi-annual installments over four years, beginning on April 15, 2010.
- (4) This restricted stock unit award was granted on October 12, 2008 and vests in semi-annual installments over four years, beginning on April 15, 2009.
- (5) This restricted stock unit award was granted on October 18, 2007 and vests in annual installments on each of the first four anniversaries of the grant date.

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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