

BYRNE JOHN JOSEPH  
Form 4  
February 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BYRNE JOHN JOSEPH**

2. Issuer Name and Ticker or Trading Symbol  
**OVERSTOCK COM INC [OSTK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6322 SOUTH 3000 EAST, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)  
02/02/2005

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

(Street)

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

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

SALT LAKE CITY, X1 84121

(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 or Price   |  |   |
| Common stock                    | 02/02/2005                           |  | P                              |   | 3,500 A \$ 48   | 10,558   | D   |
| Common stock                    | 02/02/2005                           |  | P                              |   | 1,500 A \$ 48   | 12,058   | D   |
| Common stock                    | 02/03/2005                           |  | P                              |   | 10,000 A \$ 47.05   | 22,058   | D   |
| Common stock                    | 02/03/2005                           |  | P                              |   | 5,000 A \$ 47.95  | 27,058   | D   |
| Common stock                    |                                      |  |                                |   |   | 516,487 <sup>(1)</sup>                                   | I Held by GRAT  |

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|              |                          |   |                                     |
|--------------|--------------------------|---|-------------------------------------|
| Common stock | 42,765 <sup>(2)</sup>    | I | Held by spouse                      |
| Common stock | 360,873 <sup>(3)</sup>   | I | Held by Haverford Utah, LLC         |
| Common stock | 5,850,632 <sup>(3)</sup> | I | Held by High Plains Investments LLC |

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)

**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 of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Warrants                                   | \$ 4.26  |                                      |  |                                |   | 09/21/2000   | 09/20/2005  | Common stock          | 92,850 <sup>(4)</sup>      |
| Warrants                                   | \$ 7.09  |                                      |  |                                |   | 05/01/2000   | 04/30/2005  | Common stock          | 585                        |
| Warrants                                   | \$ 7.09  |                                      |  |                                |   | 05/15/2000   | 05/14/2005  | Common stock          | 1,462                      |
| Warrants                                   | \$ 4.26  |                                      |  |                                |   | 09/21/2000   | 09/20/2005  | Common stock          | 2,367                      |
| Warrants                                   | \$ 7.09  |                                      |  |                                |   | 05/01/2000   | 04/30/2005  | Common stock          | 6,603                      |
| Warrants                                   | \$ 7.09  |                                      |  |                                |   | 05/15/2000   | 05/14/2005  | Common stock          | 16,506                     |

Warrants \$ 4.26

09/21/2000 09/21/2000 Common stock 27,252

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BYRNE JOHN JOSEPH<br>6322 SOUTH 3000 EAST<br>SUITE 100<br>SALT LAKE CITY, X1 84121 | X             |           |         |       |

## Signatures

/s/ John J. Byrne 02/04/2005

\*\*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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.
- (2) Spouse acquired 10,000 common stock in the open market on February 17, 2004. All other shares were acquired and reported in prior filings.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) These warrants were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.

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.