

MACKLIN GORDON S
Form 4
September 02, 2005

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

OMB APPROVAL

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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 *
MACKLIN GORDON S

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)
8212 BURNING TREE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2005

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

BETHESDA, MD 20817

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

(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)
Common stock	08/31/2005		X	1,551 A	\$ 4.26 26,020	I (2)	Held by Macklin Family Limited Partnership III
Common stock	08/31/2005		X	4,142 A	\$ 4.26 53,312	I (2)	Held by Marily Macklin Family Trust
Common stock	08/31/2005		X	4,366 A	\$ 4.26 93,440	I (2)	Held by Macklin

Common stock	08/31/2005	X	6,989	A	\$ 4.26	111,068	I ⁽²⁾	Family Limited Partnership I Held by Gordon Macklin Family Trust
Common stock						21,172	D	

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 4.26	08/31/2005		X	1,551	09/21/2000 09/20/2005	Common stock	1,551	
Warrants	\$ 4.26	08/31/2005		X	4,142	09/21/2000 09/20/2005	Common stock	4,142	
Warrants	\$ 4.26	08/31/2005		X	4,366	09/21/2000 09/20/2005	Common stock	4,366	

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Warrants	\$ 4.26	08/31/2005	X	6,989	09/21/2000	09/20/2005	Common stock	6,989
Stock options	\$ 5.07				01/22/2003	01/21/2007	Common stock	7,058
Stock options	\$ 18.58				01/23/2005	01/22/2009	Common stock	10,000
Stock options	\$ 31.13				05/21/2005	05/20/2009	Common stock	5,000
Stock options	\$ 35.27				04/26/2006	04/25/2010	Common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKLIN GORDON S 8212 BURNING TREE ROAD BETHESDA, MD 20817	X			

Signatures

/s/ Gordon S.
Macklin 09/02/2005

__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) Not applicable.

The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary ownership therein, 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 any other purpose.

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.