Edgar Filing: Dilworth Timothy D. - Form 4

Dilworth Ti	mothy D.								
Form 4									
January 16,	2013								
FORM	Λ 4							PPROVAL	
	UNITED					COMMISSION		3235-0287	
Check t	his box	v	ashington	i, D.C. 20	1549		Number:		
if no lor	nger	TENT OF CU	NCES IN	DENIEE		WNERSHIP OF	Expires:	January 31, 2005	
subject	10	IENI OF CHA		BENEF RITIES	ICIAL OV	WNEKSHIP OF	Estimated	average	
Section Form 4			SECU	NITIE5			burden hou		
Form 5		suant to Section	n 16(a) of tl	he Securi	ties Excha	nge Act of 1934,	response	. 0.5	
obligati	ons Section 17(of 1935 or Section	on		
may cor <i>See</i> Inst	itinue.	30(h) of the	•	•	· ·				
1(b).	luction			•	•				
(Print or Type	Responses)								
1 1 1		D *				5 D L (1			
Dilworth T	Address of Reporting		2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer			
Difwortin I	moury D.	Symbo		TOM IN	C IOSTVI				
			RSTOCK.		C[USIK]	(Che	ck all applicabl	e)	
(Last)	(First) (e of Earliest T	ransaction			100		
6350 SOUTH 3000 EAST			(Month/Day/Year) 01/14/2013			Director X Officer (giv		% Owner er (specify	
0550 500	01/14	01/14/2015			below)	below)			
						SVP, Marketing			
(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			
SALTIAN	KE CITY, UT 841	21					More than One R		
SALI LAI	XL CH 1, UT 041	21				Person			
(City)	(State)	(Zip) T	able I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		onAcquired			Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year	Code) (Instr. 8)	Disposed		2	(D) or Indirect (I)		
		(Wolldin Day) Tear) (IIIsu. 8)	(Instr. 3, 4	+ and 5)		(I) (Instr. 4)	Ownership (Instr. 4)	
					(A)	Reported			
					or	Transaction(s)			
			Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder Re	port on a separate line	for each class of s	ecurities here	ficially ow	ned directly o	or indirectly			
Reminder. Re	port on a separate find		contros dene	-	-	spond to the colle	ction of	SEC 1474	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

Edgar Filing: Dilworth Timothy D. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock units	<u>(1)</u>	01/14/2013		А	15,000		<u>(1)</u>	<u>(1)</u>	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dilworth Timothy D. 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121			SVP, Marketing				
Signatures							
/s/Mark Harden	0.1	11510010					

(attorney-in-fact)	01/15/2013			
<u>**</u> 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 40% at the close of business on January 14, 2014, 30% at the close of business on January 14, 2015, and the remaining

(1) Onits vest as to 40% at the close of business on sandary 14, 2014, 50% at the close of business on sandary 14, 2015, and the remaining 30% at the close of business on January 14, 2016. Vested shares will be delivered to the reporting person promptly after the Restricted Stock units vest. Amount shown does not include previously granted RSUs with different vesting schedules.

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.

(In