Chesnut Stephen J. Form 4 January 24, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Chesnut Stephen J. Issuer Symbol OVERSTOCK.COM, INC [OSTK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 6350 SOUTH 3000 EAST 01/22/2013 below) SVP, Finance & Risk Mgmt. (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 Form filed by More than One Reporting Person

SALT LAKE CITY, UT 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)	Code (Instr. 8)	(A) or			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	01/22/2013		Code V M	Amount 3,750	(D)	Price \$ 0.0001	17,272	D	
Common Stock	01/22/2013		F	1,412	D	\$ 0.0001	15,860	D	
Common Stock	01/23/2013		M	8,750	A	\$ 0.0001	24,610	D	
Common Stock	01/23/2013		F	2,952	D	\$ 0.0001	21,658	D	
Common stock							113	I	Based on 1/22/2013 401k Plan

statement

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

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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. Transactic Code (Instr. 8)	5. Number out 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 Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/22/2013		M	3,750	<u>(1)</u>	<u>(1)</u>	Common Stock	3,750	\$
Restricted Stock Units	(2)	01/23/2013		M	8,750	(2)	(2)	Common Stock	8,750	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	100% Oxymor	Officer	Other		

Director 10% Owner Officer Other

Chesnut Stephen J. 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121

SVP, Finance & Risk Mgmt.

Signatures

/s/ Mark Harden (attorney-in-fact) 01/24/2013

**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).

Reporting Owners 2

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- 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 25% at the close of business on January 22, 2012, an additional 25% at the close of business on January 22, 2013, and the remaining 50% at the close of business on January 22, 2014. 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.
- 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 25% at the close of business on January 23, 2013, an additional 25% at the close of business on January 23, 2014, and the remaining 50% at the close of business on January 23, 2015. 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.