Chesnut Stephen J. Form 4/A February 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Chesnut Stephen J.	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	OVERSTOCK.COM, INC [OSTK] 3. Date of Earliest Transaction	(Check all applicable)			
6350 SOUTH 3000 EAST	(Month/Day/Year) 01/23/2013	Director 10% Owner Officer (give title Other (specify below) SVP, Finance & Risk Mgmt.			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 01/24/2013	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SALT LAKE CITY, UT 84121		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securiti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquon(A) or Disposed o		5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	,	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
				(A) or		Following Reported Transaction(s)	Indirect (I) (Instr. 4)	(Instr. 4)
Commo Stock	n 01/23/2013		Code V F	Amount (D) 2,891 D \$	Price	(Instr. 3 and 4) 21,719 (1)	D	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration	Or Title Nove	no la cu	
						Exercisable Date		mber		
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

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) 02/04/2013

**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).

The original Form 4 filed on January 24, 2013 reporting the number of shares of common stock withheld to cover the payment of taxes owed upon the January 23, 2013 vesting date of the restricted stock units did not reflect the withholding of FICA and Medicare taxes through the vesting date. This amended Form 4 corrects the number of shares withheld and the total number of shares owned by the reporting person upon the vesting of the restricted stock units.

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.

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