

APPLE INC

Form 4

October 18, 2016

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Srouji Johnny

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
APPLE INC [AAPL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

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

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	10/13/2016		G	V 1,425 D \$ 0	105,117	D	
Common Stock	10/13/2016		G	V 475 A \$ 0	475	I	By Child
Common Stock	10/13/2016		G	V 475 A \$ 0	475	I	By Child
Common Stock	10/13/2016		G	V 475 A \$ 0	475	I	By the Reporting Person as Custodian for Child

Common Stock					91	I	By Trust
Common Stock	10/15/2016	M	42,734	A	<u>(1)</u> <u>(2)</u>	147,851	D
Common Stock <u>(3)</u>	10/15/2016	F	21,447	D	\$ 117.63	126,404	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/14/2016		A		85,013		<u>(4)</u>	<u>(4)</u>	Common Stock	85,013
Restricted Stock Unit	<u>(1)</u>	10/14/2016		A		64,654		<u>(5)</u>	<u>(5)</u>	Common Stock	64,654
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	10/15/2016		M		8,688		<u>(6)</u>	<u>(6)</u>	Common Stock	8,688
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	10/15/2016		M		13,455		<u>(7)</u>	<u>(7)</u>	Common Stock	13,455
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	10/15/2016		M		9,307		<u>(8)</u>	<u>(8)</u>	Common Stock	9,307
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	10/15/2016		M		11,284		<u>(9)</u>	<u>(9)</u>	Common Stock	11,284

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Srouji Johny 1 INFINITE LOOP CUPERTINO, CA 95014	Senior Vice President

Signatures

/s/ Sam Whittington, Attorney-in-Fact for Johny Srouji

10/18/2016

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.
- (3) Shares withheld by Apple to satisfy the minimum statutory tax withholding requirements on vesting of restricted stock units. No shares were sold.
- (4) These restricted stock units are scheduled to vest as to one-third of the units on each of April 1, 2019, April 1, 2020 and April 1, 2021.

Vesting of these restricted stock units depends on Apple's relative total shareholder return from September 25, 2016 through September 28, 2019. The "target" number of restricted stock units is reported. Between 0% and 200% of the target number of units may vest on October 1, 2019, with the vesting percentage determined based on actual performance.

- (6) This award was granted on October 27, 2012. 12.5% of the award vested on April 15, 2013 and the remaining restricted stock units vest 12.5% in semi-annual installments over the four-year period ending October 15, 2016.

This award was granted on October 7, 2013. 12.5% of the award vested on April 15, 2014 and the remaining restricted stock units vest 12.5% in semi-annual installments over the four-year period ending October 15, 2017, assuming continued employment through the applicable vesting date.

- (8) This award was granted on October 10, 2014. 12.5% of the award vested on April 15, 2015 and the remaining restricted stock units vest 12.5% in semi-annual installments over the four-year period ending October 15, 2018, assuming continued employment through the applicable vesting date.

This award was granted on October 5, 2015. 12.5% of the award vested on April 15, 2016 and the remaining restricted stock units vest 12.5% in semi-annual installments over the four-year period ending October 15, 2019, assuming continued employment through the applicable vesting date.

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.