

Fadell Anthony
Form 4
July 28, 2008

FORM 4

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

OMB APPROVAL

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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 *
Fadell Anthony

(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)
07/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/24/2008 | | M | | 7,187 | A | \$ 10.895 |
| Common Stock | 07/24/2008 | | S | | 7,187 | D | \$ 164.743 |
| Common Stock | 07/24/2008 | | M | | 148,550 | A | \$ 15.475 |
| Common Stock | 07/24/2008 | | S | | 85,000 | D | \$ 163.07 |
| Common Stock | 07/24/2008 | | S | | 63,550 | D | \$ 163.96 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|---------|
| Common Stock | 07/24/2008 | M | 2,500 | A | \$ 10.895 | 9,527 | I | By Wife |
| Common Stock | 07/24/2008 | S | 2,500 | D | \$ 165.2 | 7,027 | I | By Wife |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option | \$ 10.895 | 07/24/2008 | | M | 7,187 | <u>(1)</u> 02/04/2011 | Common Stock 7,187 |
| Employee Stock Option | \$ 10.895 | 07/24/2008 | | M | 2,500 | <u>(1)</u> 02/04/2011 | Common Stock 2,500 |
| Employee Stock Option | \$ 15.475 | 07/24/2008 | | M | 148,550 | <u>(2)</u> 07/06/2011 | Common Stock 148,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fadell Anthony 1 INFINITE LOOP CUPERTINO, CA 95014 | | | Senior Vice President | |

Signatures

/s/ Anthony Fadell 07/28/2008

**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) Employee Stock Options granted on February 4, 2004 vested over a a four-year period commencing on grant date.

(2) This employee stock option vested over a four-year period commencing on July 6, 2004.

This transaction was executed in multiple trades at prices ranging from \$164.50 to \$165.00; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(3) This transaction was executed in multiple trades at prices ranging from \$162.50 to \$163.50; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(4) This transaction was executed in multiple trades at prices ranging from \$163.51 to \$164.40; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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