

OVERSTOCK COM INC
Form 4
April 27, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNE JOHN JOSEPH

(Last) (First) (Middle)

6322 SOUTH 3000 EAST, SUITE 100

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OVERSTOCK COM INC [OSTK]

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2005

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)

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 | 04/25/2005 | | X | | 2,047 | A | \$ 7.09 | 47,562 | I (1) | Held by spouse. |
| Common stock | 04/25/2005 | | X | | 2,367 | A | \$ 4.26 | 49,929 | I (1) | Held by spouse. |
| Common stock | 04/26/2005 | | X | | 23,109 | A | \$ 7.09 | 388,216 | I (1) | Held by Haverford Utah, LLC |
| Common stock | 04/26/2005 | | X | | 27,252 | A | \$ 4.26 | 415,468 | I (1) | Held by Haverford Utah, LLC |
| | | | | | | | | 27,058 | D | |

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Common stock

Common stock

201,693 I ⁽¹⁾

Held by High Meadows Finance, L.C.

Common stock

516,487 I ⁽¹⁾

Held by GRAT

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.

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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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Warrants | \$ 7.09 | 04/25/2005 | | X | 585 | 05/01/2000 04/30/2005 | Common stock |
| Warrants | \$ 7.09 | 04/25/2005 | | X | 1,462 | 05/15/2000 05/14/2005 | Common stock |
| Warrants | \$ 4.26 | 04/25/2005 | | X | 2,367 | 09/21/2000 09/20/2005 | Common stock |
| Warrants | \$ 7.09 | 04/26/2005 | | X | 6,603 | 05/01/2000 04/30/2005 | Common stock |
| Warrants | \$ 7.09 | 04/26/2005 | | X | 16,506 | 05/15/2000 05/14/2005 | Common stock |
| Warrants | \$ 4.26 | 04/26/2005 | | X | 27,252 | 09/21/2000 09/20/2005 | Common stock |

| | | | | | | | | | |
|---------------|----------|------------|---|---|--------|---------------------------|------------|--------------|----|
| Warrants | \$ 4.26 | 03/15/2005 | G | V | 92,850 | 09/21/2000 | 09/20/2005 | Common stock | 92 |
| Stock options | \$ 35.27 | 04/26/2005 | A | | 5,000 | 04/26/2006 ⁽³⁾ | 04/26/2010 | Common stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BYRNE JOHN JOSEPH 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121 | X | | | |

Signatures

/s/ John J. Byrne 04/27/2005

 **Signature of Date
Reporting Person

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 reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary ownership therein, and this
- (1) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
 - (2) Not applicable.
 - (3) Stock options vest as to 28% on first anniversary of grant date and 2% each month thereafter.

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.