

CAPPUCCIO PAUL T  
Form 4  
February 19, 2013

**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 \*  
CAPPUCCIO PAUL T

2. Issuer Name and Ticker or Trading Symbol  
TIME WARNER INC. [TWX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE TIME WARNER CENTER

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2013

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

EVP and General Counsel

(Street)  
NEW YORK, NY 10019-8016

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

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

(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)	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, Par Value \$.01	02/15/2013		M <sup>(1)</sup>	48,144 A \$ 35.89	181,865	D	
Common Stock, Par Value \$.01	02/15/2013		S <sup>(1)</sup>	69,898 (2) (3) D \$ 53.71	111,967	D	
Common Stock, Par Value \$.01					259	I	By Savings Plan <sup>(4)</sup>

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 35.89	02/15/2013		M <sup>(1)</sup>	48,144	<sup>(5)</sup> 02/12/2014	Common Stock, Par Value \$.01
Employee Stock Option (Right to Buy)	\$ 53.52	02/15/2013		A	65,372	<sup>(6)</sup> 02/14/2023	Common Stock, Par Value \$.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPUCCIO PAUL T ONE TIME WARNER CENTER NEW YORK, NY 10019-8016			EVP and General Counsel	

## Signatures

By: Brenda C. Karickhoff for Paul T. Cappuccio 02/19/2013

\_\_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).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 21, 2012.
- (2) This transaction was executed in multiple trades at prices ranging from \$53.36 to \$53.85. The price reported above reflects the weighted average sale price.

## Edgar Filing: CAPPUCCIO PAUL T - Form 4

- The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Time Warner
- (3) Inc. or a security holder of Time Warner Inc., full information regarding the number of shares and prices at which each transaction was effected.
  - (4) The Time Warner Savings Plan, a qualified employee benefit plan (the "Savings Plan"). Includes shares of common stock acquired through the reinvestment of dividends paid on the common stock held by the Savings Plan.
  - (5) This option is currently exercisable.
  - (6) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 15, 2013.

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.