

OVERSTOCK COM INC
Form 4
September 01, 2005

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 *
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)
08/30/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock | | | | | 306,364 ⁽²⁾ | I ⁽¹⁾ | Held by Jack Byrne 2004 GRAT No. 1 |
| Common stock | | | | | 237,181 ⁽³⁾ | I ⁽¹⁾ | Held by Jack Byrne 2005 GRAT No. 1 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|
| Common stock | 08/30/2005 | P | 4,948 | A | \$ 39.95 | 4,948 ⁽⁴⁾ | D |
| Common stock | 08/30/2005 | P | 700 | A | \$ 39.96 | 5,648 | D |
| Common stock | 08/30/2005 | P | 7,800 | A | \$ 39.97 | 13,448 | D |
| Common stock | 08/30/2005 | P | 5,949 | A | \$ 39.98 | 19,397 | D |
| Common stock | 08/30/2005 | P | 294 | A | \$ 39.99 | 19,691 | D |
| Common stock | 08/30/2005 | P | 3,500 | A | \$ 40 | 23,191 | D |
| Common stock | 08/30/2005 | P | 600 | A | \$ 40.01 | 23,791 | D |
| Common stock | 08/30/2005 | P | 800 | A | \$ 40.02 | 24,591 | D |
| Common stock | 08/30/2005 | P | 100 | A | \$ 40.03 | 24,691 | D |
| Common stock | 08/30/2005 | P | 700 | A | \$ 40.06 | 25,391 | D |
| Common stock | 08/30/2005 | P | 100 | A | \$ 40.07 | 25,491 | D |
| Common stock | 08/30/2005 | P | 100 | A | \$ 40.08 | 25,591 | D |
| Common stock | 08/30/2005 | P | 5,100 | A | \$ 40.09 | 30,691 | D |
| Common stock | 08/30/2005 | P | 2,200 | A | \$ 40.1 | 32,891 | D |
| Common stock | 08/30/2005 | P | 5,300 | A | \$ 40.11 | 38,191 | D |
| Common stock | 08/30/2005 | P | 337 | A | \$ 40.18 | 38,528 | D |
| Common stock | 08/30/2005 | P | 300 | A | \$ 40.21 | 38,828 | D |
| Common stock | 08/30/2005 | P | 200 | A | \$ 40.23 | 39,028 | D |
| Common stock | 08/30/2005 | P | 2,200 | A | \$ 40.25 | 41,228 | D |
| Common stock | 08/30/2005 | P | 8,252 | A | \$ 40.3 | 49,480 | D |

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock options | \$ 31.13 | | | | | 05/21/2005 05/20/2009 | Common stock 5,000 | |
| Stock options | \$ 35.27 | | | | | 04/26/2006 04/25/2010 | Common stock 5,000 | |

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 08/31/2005
 **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 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.

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(2) Since April 27, 2005, the Reporting Person's last report, 210,123 OSTK Common Shares previously owned indirectly through a grantor retained annuity trust (Jack Byrne 2004 GRAT No. 1) have been distributed and were owned directly. The shares were then contributed to another grantor retained annuity trust (Jack Byrne 2005 GRAT No. 1) - See Footnote 3. The transactions resulted in mere changes in the form of the reporting person's beneficial ownership and did not increase or decrease the reporting person's pecuniary interest in the shares.

(3) Since April 27, 2005, the Reporting Person's last report, 237,181 OSTK Common Shares previously owned directly were contributed to a grantor retained annuity trust (Jack Byrne 2005 GRAT No. 1) and are now owned indirectly. These 237,181 shares that were contributed included 27,058 shares that were previously reported as directly owned. The transactions resulted in mere changes in the form of the reporting person's beneficial ownership and did not increase or decrease the reporting person's pecuniary interest in the shares.

(4) See Footnote 3.

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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