

BYRNE PATRICK MICHAEL  
 Form 4  
 May 24, 2010

**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 PATRICK MICHAEL

(Last) (First) (Middle)  
 6350 SOUTH 3000 EAST  
 (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)  
 05/20/2010

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)  
 Chairman and CEO

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2010		S		10,000	D	\$ 20.91	5,582,127	I	High Plains Investments LLC
Common Stock	05/21/2010		S		100	D	\$ 22.84	5,582,027	I	High Plains Investments LLC
Common Stock	05/21/2010		S		1,400	D	\$ 22.8	5,580,627	I	High Plains Investments LLC
Common Stock	05/21/2010		S		1,900	D	\$ 22.82	5,578,727	I	High Plains Investments

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Common Stock	05/21/2010	S	2,000	D	\$ 22.83	5,576,727	I	High Plains Investments LLC
Common Stock	05/21/2010	S	4,600	D	\$ 22.5	5,572,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	4,615	D	\$ 21	5,567,512	I	High Plains Investments LLC
Common Stock	05/21/2010	S	5,385	D	\$ 21.48	5,562,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 22.85	5,552,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 22.6	5,542,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 22.88	5,532,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 22.9	5,522,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 22.05	5,512,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 21.25	5,502,127	I	High Plains Investments LLC
Common Stock	05/21/2010	S	10,000	D	\$ 20.95	5,492,127	I	High Plains Investments LLC
Common Stock	05/24/2010	S	10,000	D	\$ 22.78	5,482,127	I	High Plains Investments LLC
Common Stock	05/24/2010	S	10,000	D	\$ 22.72	5,472,127	I	High Plains Investments LLC
Common Stock	05/24/2010	S	9,600	D	\$ 22.59	5,462,527	I	High Plains Investments LLC

Common Stock	05/24/2010	S	400	D	\$ 22.95	5,462,127	I	High Plains Investments LLC
Common Stock	05/24/2010	S	10,000	D	\$ 23.1	5,452,127	I	High Plains Investments LLC

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE PATRICK MICHAEL 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	X	X	Chairman and CEO	

## Signatures

/s/ Mark Harden  
(attorney-in-fact) 05/24/2010

\*\*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).

**Remarks:**

This sale of 140,000 shares reduces Patrick Byrne's indirect ownership through High Plains Investments LLC by .6% of total C

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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