

OVERSTOCK COM INC

Form 4

April 27, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(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 <sup>(1)</sup>	Held by spouse.
Common stock	04/25/2005		X		2,367	A	\$ 4.26	49,929	I <sup>(1)</sup>	Held by spouse.
Common stock	04/26/2005		X		23,109	A	\$ 7.09	388,216	I <sup>(1)</sup>	Held by Haverford Utah, LLC
Common stock	04/26/2005		X		27,252	A	\$ 4.26	415,468	I <sup>(1)</sup>	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.

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Warrants	\$ 7.09	04/25/2005		X			585	05/01/2000	04/30/2005	Common stock	1
Warrants	\$ 7.09	04/25/2005		X			1,462	05/15/2000	05/14/2005	Common stock	1
Warrants	\$ 4.26	04/25/2005		X			2,367	09/21/2000	09/20/2005	Common stock	2
Warrants	\$ 7.09	04/26/2005		X			6,603	05/01/2000	04/30/2005	Common stock	6
Warrants	\$ 7.09	04/26/2005		X			16,506	05/15/2000	05/14/2005	Common stock	6
Warrants	\$ 4.26	04/26/2005		X			27,252	09/21/2000	09/20/2005	Common stock	27

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 <sup>(3)</sup>	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  
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).

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.

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