

Srouji Johny
Form 4
October 17, 2017

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 *
Srouji Johny

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLE INC [AAPL]

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2017

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)

Senior Vice President

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 | (D) | Price |
| Common Stock | 10/15/2017 | | M | | 34,039 | A | <u>(1)</u> <u>(2)</u> 104,397 |
| Common Stock <u>(3)</u> | 10/15/2017 | | F | | 17,077 | D | \$ 156.99 87,320 |
| Common Stock | | | | | 475 | I | By Child |
| Common Stock | | | | | 475 | I | By Child |
| Common Stock | | | | | 475 | I | By the Reporting Person as |

| | | | |
|--------------|----|---|---------------------------------|
| Common Stock | 91 | I | Custodian for Child By Trust |
|--------------|----|---|---------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit | (1) | 10/01/2017 | | A | V 64,885 | (4) (4) | Common Stock 64,885 |
| Restricted Stock Unit | (1) | 10/15/2017 | | A | 63,699 | (5) (5) | Common Stock 63,699 |
| Restricted Stock Unit | (1) (2) | 10/15/2017 | | M | 13,448 | (6) (6) | Common Stock 13,448 |
| Restricted Stock Unit | (1) (2) | 10/15/2017 | | M | 9,307 | (7) (7) | Common Stock 9,307 |
| Restricted Stock Unit | (1) (2) | 10/15/2017 | | M | 11,284 | (8) (8) | Common Stock 11,284 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Srouji Johny 1 INFINITE LOOP CUPERTINO, CA 95014 | | | Senior Vice President | |

Signatures

/s/ Sam Whittington, Attorney-in-Fact for Johny Srouji 10/17/2017

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

(2) This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.

(3) Shares withheld by Apple to satisfy tax withholding requirements on vesting of restricted stock units. No shares were sold.

Vesting of these restricted stock units depends on Apple's relative total shareholder return from the first day of Apple's fiscal 2018 and

(4) ending with the last day of Apple's fiscal 2020. The "target" number of restricted stock units is reported. Between 0% and 200% of the target number of units may vest on October 1, 2020, with the vesting percentage determined based on actual performance.

(5) These restricted stock units are scheduled to vest as to one-third of the units on each of April 1, 2020, April 1, 2021 and April 1, 2022.

(6) This award was granted on October 7, 2013. 12.5% of the award vested on April 15, 2014 and the remaining restricted stock units vested 12.5% in semi-annual installments over the four-year period ending October 15, 2017.

This award was granted on October 10, 2014. 12.5% of the award vested on April 15, 2015 and the remaining restricted stock units vest

(7) 12.5% in semi-annual installments over the four-year period ending October 15, 2018, assuming continued employment through the applicable vesting date.

This award was granted on October 5, 2015. 12.5% of the award vested on April 15, 2016 and the remaining restricted stock units vest

(8) 12.5% in semi-annual installments over the four-year period ending October 15, 2019, assuming continued employment through the applicable vesting date.

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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