Dopfner Mathias Form 4 May 04, 2010

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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**OMB APPROVAL** 

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Check this box

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(b).

See Instruction

1. Name and Address of Reporting Person \* Dopfner Mathias

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) TIME WARNER INC. [TWX] 3. Date of Earliest Transaction

(Check all applicable)

(Street)

(Stata)

(Month/Day/Year)

05/01/2010

\_X\_\_ Director Officer (give title below)

10% Owner \_ Other (specify

ONE TIME WARNER CENTER

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10019-8016

(City)	(State) (	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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, Par Value \$.01	05/01/2010		M(1)	1,835	A	\$ 0 (2)	4,282	D	
Common Stock, Par Value \$.01	05/01/2010		F(3)	457	D	\$ 33.48	3,825	D	

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 Derivation Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration D (Month/Day/	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 Units	(2)	05/01/2010		M	1,83	5 05/01/2010	05/01/2010	Common Stock, Par Value \$.01	1,835	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dopfner Mathias ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	X					

### **Signatures**

By: Brenda C. Karickhoff For Mathias Dopfner

05/04/2010

\*\*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).
- (1) The common stock was acquired as a result of the vesting of restricted stock units awarded on May 19, 2006, May 18, 2007, May 16, 2008 and May 29, 2009.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests.
- (3) Payment of tax liability by withholding shares of common stock incident to vesting of restricted stock units in accordance with Rule 16b-3.
- These awards of restricted stock units vest in annual installments of 25% beginning on May 1, 2007 through May 1, 2010 for restricted stock units granted May 19, 2006, May 1, 2008 through May 1, 2011 for restricted stock units granted May 18, 2007, May 1, 2009 through May 1, 2012 for restricted stock units granted May 16, 2008 and May 1, 2010 through May 1, 2013 for restricted stock units granted May 29, 2009. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.
- (5) Includes previously granted restricted stock units that have been adjusted to reflect the separation of AOL Inc. from Time Warner Inc. on December 9, 2009. Pursuant to the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, the adjustment transaction is

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not required to be reported.

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.