

APPLE INC
Form 4
August 26, 2014

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 *
COOK TIMOTHY D

(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)
08/24/2014

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)

Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/24/2014 | | M | | 560,000 | A | (1) |
| Common Stock (4) | 08/24/2014 | | F | | 290,834 | D | \$ 101.32 |
| | | | | | 1,171,601 | (2) | D (3) |
| | | | | | 880,767 | | D (3) |

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

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SEC 1474 (9-02)

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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) | 08/24/2014 | | M | 560,000 | (5) | (5) | Common Stock | 560,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COOK TIMOTHY D 1 INFINITE LOOP CUPERTINO, CA 95014 | X | | Chief Executive Officer | |

Signatures

/s/ Gene Levoff, Attorney-in-fact for Timothy D. Cook 08/26/2014

**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).

Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date. Apple's total shareholder return for the

(1) August 25, 2013 through August 24, 2014 performance period was 46.03%, which ranked 44th of the 480 companies that were included in the S&P 500 for the entire period (91st percentile). Therefore, all 280,000 of the restricted stock units subject to performance requirements vested.

(2) The number of securities reported reflects a 7-for-1 stock split effective June 6, 2014, and the acquisition on July 31, 2014 of four shares of Apple Inc.'s common stock pursuant to the Apple Inc. Amended Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period of February 1, 2014 through July 31, 2014.

(3) These shares are held through Mr. Cook's trust.

(4) 290,834 shares (51.9% of the total number of shares) were withheld by Apple to satisfy the minimum statutory tax withholding requirements on vesting of restricted stock units. NO SHARES WERE SOLD. In addition, because Mr. Cook's marginal tax rate in California is higher than the minimum statutory tax withholding rate, he is submitting a tax payment in addition to the withholding applied by Apple.

(5) The remaining 5,320,000 restricted stock units in this award are scheduled to vest as follows: 700,000 restricted stock units vest on August 24, 2016; 700,000 restricted stock units vest on August 24, 2021; the balance of 3,920,000 restricted stock units vests in seven equal annual installments commencing August 24, 2015, assuming continued employment through the applicable vesting date and, with respect to a portion of each annual installment, satisfaction of the applicable performance requirements.

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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