

COOK TIMOTHY D

Form 4

March 14, 2011

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

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(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)
03/10/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/10/2011		M	37,500 A	\$ 51,254	D	
Common Stock <u>(2)</u>	03/10/2011		F	17,217 D	\$ 346.67 34,037	D	
Common Stock <u>(3)</u>	03/11/2011		S	9,600 D	\$ 345.6156 24,437	D	
Common Stock <u>(3)</u>	03/11/2011		S	9,500 D	\$ 346.6813 14,937	D	
	03/11/2011		S	800 D	14,137	D	

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Common Stock <u>(3)</u>					\$ 347.73 <u>(6)</u>		
Common Stock <u>(3)</u>	03/11/2011	S	383	D	\$ 348.7468 <u>(7)</u>	13,754	D

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit <u>(8)</u>	<u>(1)</u>	03/10/2011		M	37,500	03/10/2011 03/10/2012	Common Stock 37,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COOK TIMOTHY D
1 INFINITE LOOP
CUPERTINO, CA 95014

Chief Operating Officer

Signatures

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

03/14/2011

 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)

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Each restricted stock unit represents the right to receive, at settlement, one share of common stock. The reporting person had vested restricted stock units settled in shares of common stock.

(2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.

(3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2004 and amended on August 6, 2010.

(4) This transaction was executed in multiple trades at prices ranging from \$345.30 to \$346.12. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$346.33 to \$347.31. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$347.48 to \$348.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$348.53 to \$348.94. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) This restricted stock unit award was granted on March 10, 2010 and vests 50% on March 10, 2011 and 50% on March 10, 2012, 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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