APPLE INC Form 4 June 03, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

OF Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * AHRENDTS ANGELA J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			APPLE INC [AAPL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
1 INFINITE LOOP			(Month/Day/Year) 06/01/2014	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CUPERTINO, CA 95014			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/01/2014		M	16,264	A	<u>(1)</u>	16,264	D	
Common Stock (2)	06/01/2014		F	8,331	D	\$ 633	7,933	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)

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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)	06/01/2014		M	16,264	(3)	<u>(3)</u>	Common Stock	16,264	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

AHRENDTS ANGELA J 1 INFINITE LOOP CUPERTINO, CA 95014

Senior Vice President

Signatures

/s/ Gene Levoff, Attorney-in-fact for Angela Ahrendts

06/03/2014

**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).
- (1) 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.
- (2) Shares withheld by Registrant to satisfy the minimum statutory tax withholding requirements on vesting of restricted stock units. No shares were sold.
- This award was granted on May 1, 2014 for a total of 62,555 restricted stock units. 26% of the award vested on June 1, 2014 and the (3) remaining restricted stock units vest 32% on April 1, 2015; 21% on July 18, 2015; 15% on June 14, 2016; 3% on June 14, 2017; and 3% on June 14, 2018 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. 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.

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