

APPLE INC  
Form 4  
August 26, 2014

**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)  
**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 Beneficial Ownership (Instr. 4)
Common Stock	08/24/2014		M	560,000	A <u>(1)</u>	1,171,601 <u>(2)</u>	D <u>(3)</u>
Common Stock <u>(4)</u>	08/24/2014		F	290,834	D \$ 101.32	880,767	D <u>(3)</u>

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

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information contained in this form are not  
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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	<u>(1)</u>	08/24/2014		M	560,000	<u>(5)</u> <u>(5)</u>	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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