

APPLE INC

Form 4

September 23, 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 *
Cue Eduardo H

(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)
09/21/2014

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 below) ____ Other (specify below)

Senior Vice President

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	09/21/2014		M	V 525,000 A <u>(1)</u>	525,000 <u>(2)</u>	D	
Common Stock <u>(3)</u>	09/21/2014		F	V 263,065 D \$ 100.96	261,935	D	
Common Stock <u>(4)</u>	09/21/2014		G	V 261,935 D \$ 0	0	D	
Common Stock <u>(4)</u>	09/21/2014		G	V 261,935 A \$ 0	284,164	I	By Trust

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

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(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 Units	<u>(1)</u>	09/21/2014		M	350,000	<u>(5)</u> <u>(5)</u>	Common Stock 350,000
Restricted Stock Units	<u>(1)</u>	09/21/2014		M	175,000	<u>(6)</u> <u>(6)</u>	Common Stock 175,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cue Eduardo H 1 INFINITE LOOP CUPERTINO, CA 95014			Senior Vice President	

Signatures

/s/ Gene Levoff, Attorney-in-fact for Eduardo
H. Cue

09/23/2014

__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) 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) Shares withheld by Registrant to satisfy minimum statutory tax withholding requirements on vesting of restricted stock units. No shares were sold.

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- (4) These entries reflect the transfer of securities by the reporting person to a family trust.
- (5) This restricted stock unit award was granted on October 5, 2010, and vested in full on September 21, 2014.
- (6) This restricted stock unit award was granted on November 2, 2011. 25% of the award vested on September 21, 2014 and the remaining restricted stock units vest on September 21, 2016, 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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