## Edgar Filing: TIME WARNER INC. - Form 4

TIME WAR	NER INC.									
Form 4	2000									
February 23										
FORM	<b>4</b> UNITED	STATES				E COMMISSION		PPROVAL 3235-0287		
Check th if no lon subject to Section 7 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	Washington, D.C. 20549 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							January 31, 2005 average Jrs per . 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person $^{*}$ Martin John K			2. Issuer Name <b>and</b> Ticker or Trading Symbol TIME WARNER INC. [TWX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Check an appreade)			
ONE TIME WARNER CENTER			(Month/) 02/20/2	Day/Year) 2009			Director 10% Owner X Officer (give title Other (specify below) below) EVP & CFO			
				. If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10019-80	16					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)	
				Code V	Amount	(D) Price				
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	Perso	ons who re	or indirectly. spond to the colle tained in this form		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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 7.35	02/20/2009		A		400,000		<u>(1)</u>	02/19/2019	Common Stock, Par Value \$.01	400,00
Restricted Stock Units	(2)	02/20/2009		A		85,800		(3)	<u>(3)</u>	Common Stock, Par Value \$.01	85,800

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Martin John K ONE TIME WARNER CENTER NEW YORK, NY 10019-8016			EVP & CFO					
Signatures								
Brenda C. Karickhoff for John K. Martin, Jr.		02/23	/2009					
<b>**</b> Signature of Reporting Person		Da	te					

## **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) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 20, 2009.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (3) This award of restricted stock units vests in two equal installments on the third and fourth anniversaries of the date of grant, February 20, 2009. Shares of Common Stock will be issued to the reporting person upon vesting of the restricted stock units.

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.