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

TIME WARNER INC.					
Form 4					
October 26, 2016					PPROVAL
FORM 4 UNITED		URITIES AND EXCHANGE ashington, D.C. 20549	COMMISSION		3235-0287
Check this box if no longer subject to Section 16. Form 4 or	burden hou	Estimated average burden hours per			
Form 5 Filed pur	a) of the Public	16(a) of the Securities Excha Utility Holding Company Act Investment Company Act of 1	of 1935 or Sectio	response	. 0.5
(Print or Type Responses)					
1. Name and Address of Reporting OLAFSSON OLAF	Symbo	uer Name <b>and</b> Ticker or Trading I WARNER INC. [TWX]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (N ONE TIME WARNER CEN	(Month	of Earliest Transaction /Day/Year) /2016	(Check all applicable) <u></u> Director <u></u> 10% Owner <u>X_</u> Officer (give title <u></u> Other (specify below) <u>below</u> ) Executive Vice President		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
NEW YORK, NY 10019-801	16		Person		
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code Disposed of (D)	SecuritiesIBeneficially(Owned(	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 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	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/24/2016		А		32,280 (2)		<u>(2)</u>	<u>(2)</u>	Common Stock, Par Value \$.01	32,280

# **Reporting Owners**

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
OLAFSSON OLAF ONE TIME WARNER CENTER NEW YORK, NY 10019-8016			Executive Vice President		
Signatures					
By: Brenda C. Karickhoff for Olaf Olafsson		10/26/	2016		

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

(1) Each restricted stock unit represents the contingent right to receive one share of common stock.

This award of restricted stock units represents a special retention award that was granted in accordance with the Agreement and Plan of Merger, dated as of October 22, 2016, among Time Warner Inc. (the 'Company'), AT&T Inc. and West Merger Sub, Inc. and has a value equal to approximately two times the holder's annual long-term incentive compensation. Half of this award is scheduled to vest in four

(2) equal to approximately two times the holder's annual tong-term incentive compensation. That of this award is scheduled to vest in four equal installments on each anniversary of February 15, 2017, and the remaining half is scheduled to vest in four equal installments on each anniversary of February 15, 2018. The Company has no plan to grant the holder a long-term incentive award in respect of 2017 or 2018.

These restricted stock units include (i) restricted stock units that vest in two equal installments on the third and fourth anniversaries of the date of grant, February 15, 2013; (ii) restricted stock units that vest in four equal installments on the first four anniversaries of the

(3) following dates of grant: February 15, 2014 and February 15, 2015; (iii) restricted stock units that are scheduled to vest in four equal installments on each anniversary of February 15, 2017; and (iv) restricted stock units that are scheduled to vest in four equal installments on each anniversary of February 15, 2018.

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. lock; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left"> By:

/s/ JENNIFER M. GRIGSBY Jennifer M. Grigsby Senior Vice President, Treasurer and Corporate Secretary

Date: April 7, 2010

**Reporting Owners** 

(In

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#### EXHIBIT INDEX

Exhibit	
3.7	

Document Description

No.

## 99.1 Chesapeake Energy Corporation press release dated April 5, 2010