

BYRNE JOHN JOSEPH

Form 4

February 04, 2005

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 *
BYRNE JOHN JOSEPH

2. Issuer Name **and** Ticker or Trading
Symbol
OVERSTOCK COM INC [OSTK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**6322 SOUTH 3000 EAST, SUITE
100**

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SALT LAKE CITY, X1 84121

(City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	02/02/2005		P		3,500	A	\$ 48	10,558 D
Common stock	02/02/2005		P		1,500	A	\$ 48	12,058 D
Common stock	02/03/2005		P		10,000	A	\$ 47.05	22,058 D
Common stock	02/03/2005		P		5,000	A	\$ 47.95	27,058 D
Common stock								516,487 ⁽¹⁾ I
								Held by GRAT

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Common stock	42,765 ⁽²⁾	I	Held by spouse
Common stock	360,873 ⁽³⁾	I	Held by Haverford Utah, LLC
Common stock	5,850,632 ⁽³⁾	I	Held by High Plains Investments LLC

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)		8. Price of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants	\$ 4.26					09/21/2000	09/20/2005	Common stock	92,850 ⁽⁴⁾	
Warrants	\$ 7.09					05/01/2000	04/30/2005	Common stock	585	
Warrants	\$ 7.09					05/15/2000	05/14/2005	Common stock	1,462	
Warrants	\$ 4.26					09/21/2000	09/20/2005	Common stock	2,367	
Warrants	\$ 7.09					05/01/2000	04/30/2005	Common stock	6,603	
Warrants	\$ 7.09					05/15/2000	05/14/2005	Common stock	16,506	

Warrants \$ 4.26

09/21/2000 09/21/2000 Common stock 27,252

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE JOHN JOSEPH 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, X1 84121	X			

Signatures

/s/ John J. Byrne 02/04/2005

__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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.
- (2) Spouse acquired 10,000 common stock in the open market on February 17, 2004. All other shares were acquired and reported in prior filings.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) These warrants were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.

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.