ABRAHAM ALLISON H

Form 4 May 13, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol OVERSTOCK.COM, INC [OSTK]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		f Earliest Trans			, I I I J	(Chec	k all applicable)
(Last)	(Pilst) (N	(Month/I		isaction			X Director	10%	Owner
511 NALLS	S DAIRY CT	05/11/2	•				Officer (give below)		er (specify
	(Street)	4. If Ame	ndment, Date	Original			6. Individual or Jo	oint/Group Filin	g(Check
Filed(M GREAT FALLS, VA 22066			Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	e I - Non-Der	rivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(ACode (Instr. 8)	4. Securit (A) or Di Instr. 3,	spose	d of (D) 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	05/13/2010		M 1	1,250	A	\$ 23.47	6,875	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

23.47

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	tration Date onth/Day/Year) 7. Title and Amou Underlying Secur (Instr. 3 and 4)		Securities	8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/11/2010		A	10,000	<u>(1)</u>	<u>(1)</u>	Common stock	10,000	\$
Restricted Stock Units	(2)	05/13/2010		M	1,250	(2)	(2)	Common Stock	1,250	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ABRAHAM ALLISON H 511 NALLS DAIRY CT GREAT FALLS, VA 22066	X					

Signatures

/s/ Mark Harden on behalf of Allison H.
Abraham 05/13/2010

**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 a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock
 Units vest as to 25% at the close of business on May 10, 2011, 25% at the close of business on May 10, 2012, and the remaining 50% at the close of business on May 10, 2013. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.
- Each Restricted Stock Unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock Units vest as to 25% at the close of business on May 13, 2009, 25% at the close of business on May 13, 2010, and the remaining 50% at the close of business on May 13, 2011. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.

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.

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