Edgar Filing: PARSONS RICHARD D - Form 4

PARSONS RIC	CHARD D											
Form 4	2005											
December 16, 2								OMB A	PPROVAL			
FORM	N OMB Number:	3235-0287										
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATE			NGES IN I SECUR	ITIES	Estimated burden hou response	urs per					
Form 5 obligations may continue. See Instruction 1(b). 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												
(Print or Type Res	sponses)											
PARSONS RICHARD D Symbol			Symbol	2. Issuer Name and Ticker or Trading ymbol IME WARNER INC [TWX]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)					
(Month				Month/Day/Year) 2/15/2005			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO					
				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 YORK,	NY 10019-80	16					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-D	erivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
	Transaction Date Ionth/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Transaction Code	Disposed ((Instr. 3, 4	 (A) or of (D) and 5) (A) or 	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)			

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 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
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		Acquired (A) Disposed of ((Instr. 3, 4, a) 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	12/15/2005		А		284.3911		(2)	(2)	Common Stock, par value \$.01	284.3911

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PARSONS RICHARD D ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	Х		Chairman and CEO				
Signatures							
By: Brenda C. Karickhoff For: Ric Parsons	hard D.		12/16/2005				
<u>**</u> 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) 1-for-1

The phantom stock units were acquired by the Reporting Person pursuant to the terms of the Time Warner Deferred Compensation Plan (the "Plan") in connection with the Issuer's quarterly cash dividend payment on its Common Stock and the Reporting Person's prior

(2) election to have a portion of the amounts deferred under the Plan track the performance of the Time Warner Common Stock Crediting Fund. This transaction is exempt under Section 16(b). The phantom stock units are settled in cash based on the Reporting Person's election either after a period of time not less than three years or following termination of employment. The cash value received by the Reporting Person upon distribution will be based on the fair market value of the Common Stock.

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.