Edgar Filing: GINSBERG GARY L - Form 4

GINSBERG GAR	YL									
Form 4										
February 09, 2011									PPROVAL	
FORM 4	UNITED	STATES	SECU	RITIES /	AND EX	CHANGE	COMMISSIO	NT	FFNOVAL	
	UTITED			shington				Number:	3235-0287	
Check this box if no longer subject to Section 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hou		
Form 4 or Form 5 obligations may continue. See Instruction 1(b).									•	
(Print or Type Response	ses)									
1. Name and Address GINSBERG GAR	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			TIME WARNER INC. [TWX]				(Check all applicable)			
(Last) (First) (Middle) ONE TIME WARNER CENTER			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2011			Director 10% Owner X_ Officer (give title Other (specify below) below) Executive Vice President				
(S	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person						
NEW YORK, NY	7 10019						Form filed by Person	More than One Ro	eporting	
(City) (S	tate)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D			Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on a	a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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)	or Dispose (D)	(Instr. 3, 4,				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.11	02/07/2011		A	33,003		<u>(1)</u>	02/06/2021	Common Stock, Par Value \$.01	33,003
Restricted Stock Units	(2)	02/07/2011		А	5,606		(3)	(3)	Common Stock, Par Value \$.01	5,606

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GINSBERG GARY L ONE TIME WARNER CENTER NEW YORK, NY 10019			Executive Vice President					
Signatures								
By: Brenda C. Karickhoff for Gary	7	02/09	/2011					

<u>**Signature of Reporting Person</u> 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).

Date

- (1) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 7, 2011.
- (2) Each restricted stock unit represents the 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 7, 2011. Shares of Common Stock will be issued to the reporting person upon vesting of the restricted stock units.
- (4) These restricted stock units vest in two equal installments on the third and fourth anniversaries of their dates of grant, April 15, 2010 and February 7, 2011.

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.

Ginsberg