

Desroches Pascal
Form 4
February 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Desroches Pascal

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019-8016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER INC. [TWX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Controller

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

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 | (D) | Price |
| Common Stock, Par Value \$0.01 | 02/24/2012 | | M | | 5,296 | A | \$ 30.99 |
| | | | | | 9,869 | | |
| Common Stock, Par Value \$0.01 | 02/24/2012 | | M | | 5,959 | A | \$ 15.27 |
| | | | | | 15,828 | | |
| Common Stock, Par Value \$0.01 | 02/24/2012 | | M | | 12,036 | A | \$ 35.89 |
| | | | | | 27,864 | | |

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| | | | | | | | | |
|--|------------|---|--------|---|---------------------------------|--------|---|----------------------------------|
| Common Stock, Par Value \$.01 | 02/24/2012 | M | 6,187 | A | \$ 26.92 | 34,051 | D | |
| Common Stock, Par Value \$.01 | 02/24/2012 | S | 34,051 | D | \$ 37.6462 <u>(1) (2)</u> | 0 | D | |
| Common Stock, Par Value \$.01 | | | | | | 270 | I | By Savings Plan <u>(3)</u> |

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.

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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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 30.99 | 02/24/2012 | | M | 5,296 | <u>(4)</u> 03/06/2018 | Common Stock, Par Value \$.01 | 5,296 | |
| Employee Stock Option (Right to Buy) | \$ 15.27 | 02/24/2012 | | M | 5,959 | <u>(5)</u> 02/19/2019 | Common Stock, Par Value \$.01 | 5,959 | |
| Employee Stock Option (Right to Buy) | \$ 35.89 | 02/24/2012 | | M | 12,036 | <u>(6)</u> 02/12/2014 | Common Stock, Par Value \$.01 | 12,036 | |

| | | | | | | | | |
|--|----------|------------|---|-------|-----|------------|--|-------|
| Employee Stock Option (Right to Buy) | \$ 26.92 | 02/24/2012 | M | 6,187 | (7) | 02/07/2020 | Common Stock, Par Value \$.01 | 6,187 |
|--|----------|------------|---|-------|-----|------------|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Desroches Pascal ONE TIME WARNER CENTER NEW YORK, NY 10019-8016 | | | SVP and Controller | |

Signatures

By: Robert Kane for Pascal
Desroches

02/27/2012

__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) This transaction was executed in multiple trades at prices ranging from \$37.36 to \$37.80. The price reported above reflects the weighted average sale price.
- (2) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Time Warner Inc. or a security holder of Time Warner Inc., full information regarding the number of shares and prices at which each transaction was effected.
- (3) The Time Warner Savings Plan, a qualified employee benefit plan (the "Savings Plan"). Includes shares of common stock acquired through the reinvestment of dividends paid on the common stock held by the Savings Plan.
- (4) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, March 7, 2008.
- (5) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 20, 2009.
- (6) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 13, 2004.
- (7) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 8, 2010.

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.