

OVERSTOCK COM INC
Form 4
April 27, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNE PATRICK MICHAEL

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)
04/25/2005

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

(Street)
SALT LAKE CITY, UT 84121

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock ⁽⁵⁾	04/25/2005		X		299,140	A	\$ 7.09
					319,140 ⁽⁴⁾	I ⁽¹⁾	Held by C Liquidating Trust ⁽²⁾
Common stock					4,876,032	I ⁽¹⁾	Held by High Plains Investments LLC
Common stock					201,693	I ⁽¹⁾	Held by High Meadows Finance L.C.

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Common
stock

975,772 D

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)	
						Date Exercisable	Expiration Date	Title	Amount Number Shares
<u>Warrants</u> (5)	\$ 7.09	04/25/2005		X	100,762	05/01/2000	04/30/2005	Common stock	100,762
<u>Warrants</u> (5)	\$ 7.09	04/25/2005		X	198,378	05/15/2005	05/14/2005	Common stock	198,378
Stock options	\$ 5.07					07/31/2002	07/30/2006	Common stock	17,640
Stock options	\$ 5.07					01/22/2003	01/21/2007	Common stock	119,970

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE PATRICK MICHAEL 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121	X	X	President	

Signatures

/s/ Jonathan E. Johnson III
(attorney-in-fact)

04/27/2005

**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).

The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary ownership therein, 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 any other purpose.

- (1) Since the reporting person's last report, these warrants (previously indirectly owned) have been contributed to a wholly owned entity and remain indirectly owned by the reporting person.
- (2) Not applicable.
- (3) 20,000 shares previously reported as acquired by High Plains Investments LLC was actually acquired by the C Liquidating Trust, a wholly owned subsidiary of High Plains Investments LLC.
- (4) The exercise of these warrants and acquisition of the underlying shares is being reported by both the reporting person and by High Plains Investments LLC.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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