WILLIAMS JEFFREY E

Form 4

February 03, 2011

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:

OMB APPROVAL

January 31, 2005

0.5

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS JEFFREY E			2. Issuer Name and Ticker or Trading Symbol APPLE INC [AAPL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)		
			(Month/Day/Year)	Director 10% Owner		
1 INFINITE LOOP			01/31/2011	_X_ Officer (give title Other (specify below)		
				Senior Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CUPERTINO, CA 95014				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ole I - N	lon-	Derivative	Secu	rities Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired (A) or onDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock (ESPP) (1)	01/31/2011		A	V	95	A	\$ 222.5725 (2)	62,183	D	
Common Stock (3)	02/01/2011		M		2,000	A	\$ 46.57	64,183	D	
Common Stock (3)	02/01/2011		S		2,000	D	\$ 342.0488 <u>(4)</u>	62,183	D	
Common Stock (3)	02/01/2011		S		1,700	D	\$ 342.725 (5)	60,483	D	
	02/01/2011		S		6,145	D		54,338	D	

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Common \$ 344.1603 $\frac{(6)}{(6)}$ Common \$ 3245.1 \$ 39,683 D

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

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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 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. Transact Code (Instr. 8)	tion S () A (I ((5. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Lunderlying S (Instr. 3 and	Securities
				Code V	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (3)	\$ 46.57	02/01/2011		M		2,000	<u>(8)</u>	08/30/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

WILLIAMS JEFFREY E 1 INFINITE LOOP CUPERTINO, CA 95014

Senior Vice President

Deletionships

Signatures

/s/ Gene Levoff, Attorney-in-fact for Jeffrey E.

Williams 02/02/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Apple Inc. Employee (1) Stock Purchase Plan ("ESPP"), for the ESPP purchase period of August 2, 2010 through January 31, 2011. This transaction is also exempt under Rule 16b-3(c).
- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on August 2, 2010.
- (3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.
- This transaction was executed in multiple trades at prices ranging from \$341.49 to \$342.46; the price reported above reflects the weighted (4) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$342.495 to \$343.40; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$343.60 to \$344.56; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$344.64 to \$345.53; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (8) This option was granted on August 30, 2005 and vested in 16 quarterly installments over the four-year period after the date on grant.

 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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