

COOK TIMOTHY D
Form 4
March 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 *
COOK TIMOTHY D

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLE INC [AAPL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2012

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)

Chief Executive Officer

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 or Price | | |
| Common Stock | 03/24/2012 | | M | | 200,000 | A | (1) |
| Common Stock (2) | 03/24/2012 | | F | | 93,360 | D | \$ 596.05 |
| Common Stock (3) | 03/26/2012 | | S | | 7,900 | D | \$ 595.96 (4) |
| Common Stock (3) | 03/26/2012 | | S | | 24,931 | D | \$ 596.9518 (5) |
| Common Stock (3) | 03/26/2012 | | S | | 21,670 | D | \$ 597.8124 |

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| | | | | | (6) | | |
|-------------------------|------------|---|--------|---|-------------|--------|---|
| Common Stock <u>(3)</u> | 03/26/2012 | S | 5,800 | D | \$ 598.7233 | 60,156 | D |
| | | | | | (7) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 1,500 | D | \$ 599.5697 | 58,656 | D |
| | | | | | (8) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 800 | D | \$ 601.0938 | 57,856 | D |
| | | | | | (9) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 2,100 | D | \$ 601.9462 | 55,756 | D |
| | | | | | (10) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 1,600 | D | \$ 602.915 | 54,156 | D |
| | | | | | (11) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 900 | D | \$ 603.7567 | 53,256 | D |
| | | | | | (12) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 9,000 | D | \$ 605.1679 | 44,256 | D |
| | | | | | (13) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 24,505 | D | \$ 606.0162 | 19,751 | D |
| | | | | | (14) | | |
| Common Stock <u>(3)</u> | 03/26/2012 | S | 5,934 | D | \$ 606.7977 | 13,817 | D |
| | | | | | (15) | | |

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.

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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |

| | | | | | | | | |
|----------------------------------|-----|------------|---|---------|------------|------------|-----------------|-------|
| Restricted Stock Unit (16) | (1) | 03/24/2012 | M | 200,000 | 03/24/2012 | 03/24/2012 | Common Stock | 200,0 |
|----------------------------------|-----|------------|---|---------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COOK TIMOTHY D 1 INFINITE LOOP CUPERTINO, CA 95014 | | X | Chief Executive Officer | |

Signatures

/s/ Gene Levoff, Attorney-in-fact for Timothy D.
Cook

03/27/2012

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. The reporting person had vested restricted stock units settled in shares of common stock.
- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.
- (3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2004, as amended on August 6, 2010 and November 28, 2011.
- (4) This transaction was executed in multiple trades at prices ranging from \$595.37 to \$596.33. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$596.37 to \$597.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$597.37 to \$598.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$598.37 to \$599.32. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$599.37 to \$600.27. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (9) This transaction was executed in multiple trades at prices ranging from \$600.37 to \$601.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (10) This transaction was executed in multiple trades at prices ranging from \$601.39 to \$602.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (11) This transaction was executed in multiple trades at prices ranging from \$602.45 to \$603.42. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(12) This transaction was executed in multiple trades at prices ranging from \$603.49 to \$604.46. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(13) This transaction was executed in multiple trades at prices ranging from \$604.52 to \$605.50. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(14) This transaction was executed in multiple trades at prices ranging from \$605.52 to \$606.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(15) This transaction was executed in multiple trades at prices ranging from \$606.52 to \$607.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(16) This restricted stock unit award was granted on September 26, 2008 and vested in full on March 24, 2012.

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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