

APPLE INC
Form 4
May 05, 2015

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 *
AHRENDTS ANGELA J

(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)
05/01/2015

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)
Senior Vice President

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	05/01/2015		M		159,549 A (1)	215,080	D
Common Stock (2)	05/01/2015		F		82,141 D \$ 128.95	132,939	D
Common Stock	05/04/2015		S		10,494 (3) D \$ 128.84 (4)	122,445	D
Common Stock	05/04/2015		S		13,206 (3) D \$ 129.84 (5)	109,239	D
	05/04/2015		S		1,300 (3) D	107,939	D

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Common Stock					\$ 130.38 (6)		
Common Stock	05/05/2015	S	8,190 (3)	D	\$ 126.36 (7)	99,749	D
Common Stock	05/05/2015	S	3,707 (3)	D	\$ 127.14 (8)	96,042	D
Common Stock	05/05/2015	S	1,000 (3)	D	\$ 128.09 (9)	95,042	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)	8. Amount or Number of Shares
Restricted Stock Unit	(1)	05/01/2015		M	78,111	(10) (10)	Common Stock	78,111
Restricted Stock Unit	(1)	05/01/2015		M	81,438	(11) (11)	Common Stock	81,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AHRENDTS ANGELA J 1 INFINITE LOOP CUPERTINO, CA 95014			Senior Vice President	

Signatures

/s/ Gene Levoff, Attorney-in-fact for Angela J. Ahrendts

05/05/2015

__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. This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.
- (2) Shares withheld by Registrant to satisfy the minimum statutory tax withholding requirements on vesting of restricted stock units.
- (3) This transaction was made pursuant to a Rule10b5-1 trading plan adopted by the reporting person on November 21, 2014.
This transaction was executed in multiple trades at prices ranging from \$128.29 to \$129.27; 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 Registrant, or a security holder of the Registrant.
- (4) This transaction was executed in multiple trades at prices ranging from \$129.29 to \$130.28; 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 Registrant, or a security holder of the Registrant.
- (5) This transaction was executed in multiple trades at prices ranging from \$130.30 to \$130.47; 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 Registrant, or a security holder of the Registrant.
- (6) This transaction was executed in multiple trades at prices ranging from \$125.88 to \$126.86; 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 Registrant, or a security holder of the Registrant.
- (7) This transaction was executed in multiple trades at prices ranging from \$126.88 to \$127.83; 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 Registrant, or a security holder of the Registrant.
- (8) This transaction was executed in multiple trades at prices ranging from \$127.88 to \$128.32; 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 Registrant, or a security holder of the Registrant.
- (9) This award was granted on May 1, 2014. One-third of the restricted stock units subject to the award vested on May 1, 2015, and one-third of the restricted stock units are scheduled to vest on each of May 1, 2016 and May 1, 2017.
This award was granted on May 1, 2014. Vesting of these restricted stock units depended on Apple Inc.'s relative total shareholder return from May 1, 2014 through and including April 30, 2015. 200% of the target number of units vested on May 1, 2015 based on actual performance.
- (10) This award was granted on May 1, 2014. Vesting of these restricted stock units depended on Apple Inc.'s relative total shareholder return from May 1, 2014 through and including April 30, 2015. 200% of the target number of units vested on May 1, 2015 based on actual performance.

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.