

MACKLIN GORDON S  
Form 4  
September 02, 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 \*  
MACKLIN GORDON S

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)  
8212 BURNING TREE ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2005

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

BETHESDA, MD 20817

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock                    | 08/31/2005                           |  | X                              | 1,551 A   | \$ 4.26 26,020  | I (2)  | Held by Macklin Family Limited Partnership III        |
| Common stock                    | 08/31/2005                           |  | X                              | 4,142 A   | \$ 4.26 53,312  | I (2)  | Held by Marily Macklin Family Trust                   |
| Common stock                    | 08/31/2005                           |  | X                              | 4,366 A   | \$ 4.26 93,440  | I (2)  | Held by Macklin                                       |

|              |            |   |       |   |         |         |                  |   |
|--------------|------------|---|-------|---|---------|---------|------------------|---|
| Common stock | 08/31/2005 | X | 6,989 | A | \$ 4.26 | 111,068 | I <sup>(2)</sup> | Family Limited Partnership I<br>Held by Gordon Macklin Family Trust |
| Common stock |            |   |       |   |         | 21,172  | D                |   |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title   |                               |
| Warrants                                   | \$ 4.26  | 08/31/2005                           |  | X                              | 1,551   | 09/21/2000      09/20/2005                               | Common stock  | 1,551                         |
| Warrants                                   | \$ 4.26  | 08/31/2005                           |  | X                              | 4,142   | 09/21/2000      09/20/2005                               | Common stock  | 4,142                         |
| Warrants                                   | \$ 4.26  | 08/31/2005                           |  | X                              | 4,366   | 09/21/2000      09/20/2005                               | Common stock  | 4,366                         |

|               |          |            |   |       |            |            |              |        |
|---------------|----------|------------|---|-------|------------|------------|--------------|--------|
| Warrants      | \$ 4.26  | 08/31/2005 | X | 6,989 | 09/21/2000 | 09/20/2005 | Common stock | 6,989  |
| Stock options | \$ 5.07  |            |   |       | 01/22/2003 | 01/21/2007 | Common stock | 7,058  |
| Stock options | \$ 18.58 |            |   |       | 01/23/2005 | 01/22/2009 | Common stock | 10,000 |
| Stock options | \$ 31.13 |            |   |       | 05/21/2005 | 05/20/2009 | Common stock | 5,000  |
| Stock options | \$ 35.27 |            |   |       | 04/26/2006 | 04/25/2010 | Common stock | 5,000  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MACKLIN GORDON S<br>8212 BURNING TREE ROAD<br>BETHESDA, MD 20817 | X             |           |         |       |

## Signatures

/s/ Gordon S.  
Macklin 09/02/2005

\_\_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).
- (1) Not applicable.

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.

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.