

OVERSTOCK COM INC

Form 4

February 11, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKLIN GORDON S

(Last) (First) (Middle)

8212 BURNING TREE ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OVERSTOCK COM INC [OSTK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

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)

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)
Common stock	02/09/2005		S	10,000 D \$ 54.09	45,589	I ⁽¹⁾	Held by Marilyn C. Macklin Family Trust
Common stock					87,612	I	Held by Macklin Family Limited Partnership - I
Common					20,816	I	Held by

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stock										Macklin Family Limited Partnership - III
Common stock	09/20/2004		X	21,172	A	\$ 3.69	114,965	I		Held by Gordon Macklin Family Trust

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. 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 or Number of Shares
Incentive stock options	\$ 3.69	09/20/2004		X	21,172	10/23/2000 10/22/2004	Common stock	21,172	
Warrants	\$ 7.09					05/15/2000 05/14/2005	Common stock	3,653	
Warrants	\$ 4.26					09/21/2000 09/20/2005	Common stock	1,551	
Warrants	\$ 7.09					05/01/2000 04/30/2005	Common stock	1,462	

Warrants	\$ 4.26	09/21/2000	09/20/2005	Common stock	4,366
Warrants	\$ 7.09	05/01/2000	04/30/2005	Common stock	7,728
Warrants	\$ 7.09	05/15/2000	05/14/2005	Common stock	2,558
Warrants	\$ 4.26	09/21/2000	09/20/2005	Common stock	6,989
Warrants	\$ 7.09	05/01/2000	04/30/2005	Common stock	1,023
Warrants	\$ 7.09	05/15/2000	05/14/2005	Common stock	2,558
Warrants	\$ 4.26	09/21/2000	09/20/2005	Common stock	4,142

Reporting Owners

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

MACKLIN GORDON S
8212 BURNING TREE ROAD X
BETHESDA, MD 20817

Signatures

/s/ Gordon S.
Macklin 02/10/2005

 **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) The reporting person disclaims beneficial ownership of these securities, 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.
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