

ABRAHAM ALLISON H  
Form 4  
May 07, 2012

**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 \*  
ABRAHAM ALLISON H

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)  
511 NALLS DAIRY CT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2012

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

GREAT FALLS, VA 22066

(City) (State) (Zip)

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

**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                    | 05/04/2012                           |  | M                              | V Amount (A) or (D) Price<br>2,000 A \$ 0.0001                    | 13,350  | D  |   |
| Common Stock                    | 05/06/2012                           |  | M                              | V Amount (A) or (D) Price<br>3,750 A \$ 0.0001                    | 17,100  | 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)**

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted Stock Units                     | (3)  | 05/03/2012                           |  | A                              | 17,500  | (3) (3)  | Common Stock  | 17,500                     |
| Restricted Stock Units                     | (2)  | 05/04/2012                           |  | M                              | 2,000   | (2) (2)  | Common Stock  | 2,000                      |
| Restricted Stock Units                     | (1)  | 05/06/2012                           |  | M                              | 3,750   | (1) (1)  | Common Stock  | 3,750                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ABRAHAM ALLISON H<br>511 NALLS DAIRY CT<br>GREAT FALLS, VA 22066 | X             |           |         |       |

## Signatures

/s/ Mark Harden  
(attorney-in-fact) 05/07/2012

\_\_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 a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock Units vest as to 25% at the close at the close of business on May 6, 2010, 25% at the close of business on May 6, 2011, and the remaining 50% at the close of business on May 6, 2012. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock Units vest as to 25% at the close at the close of business on May 4, 2012, 25% at the close of business on May 4, 2013, and the remaining 50% at the close of business on May 4, 2014. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.

(3) Each Restricted Stock Unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The Restricted Stock Units vest as to 25% at the close at the close of business on May 3, 2013, 25% at the close of business on May 3, 2014, and the remaining 50% at the close of business on May 3, 2015. Vested shares will be delivered to the reprting person promptly after the Restricted Stock Units vest.

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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