

APPLE INC
Form 4
June 21, 2013

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)
06/21/2013

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/21/2013		M	80,000 A	93,858	D	
Common Stock ⁽²⁾	06/21/2013		F	41,391 D \$ 413.5	52,467	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	06/21/2013		M	80,000	(3)	(3)	Common Stock	80,000

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
06/21/2013

__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 vested restricted stock units in shares of common stock.

(2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.

This award was granted on August 24, 2011, and was subsequently modified on June 21, 2013. Under the adopted modification, Mr. Cook will forfeit a portion of the award if Apple Inc. does not achieve certain performance criteria. As modified, assuming continued employment through the applicable vesting date and satisfaction of applicable performance-based criteria, the one million restricted stock units subject to the award vest as follows: 100,000 restricted stock units vest on August 24, 2016; 100,000 restricted stock units vest on

(3) August 24, 2021; the balance of 800,000 restricted stock units is separated into ten equal tranches of 80,000 restricted stock units each that vest over the ten-year life of the award. This transaction represents the settlement, pursuant to the terms of the modified award, of 80,000 restricted stock units that vested upon the modification of the award on June 21, 2013. Each remaining tranche of 80,000 restricted stock units vests annually commencing August 24, 2013, assuming continued employment through the applicable vesting date and, with respect to a portion of each tranche, satisfaction of applicable performance-based criteria.

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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