

SCHULTZ HOWARD D
Form 4
November 10, 2011

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 *
SCHULTZ HOWARD D

2. Issuer Name and Ticker or Trading Symbol
STARBUCKS CORP [SBUX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2401 UTAH AVENUE SOUTH,
SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
chairman, president and ceo

SEATTLE, WA 98134

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)
				(A) or (D) Price			
Common Stock	03/18/2011		G	V 945,300 D \$ 0	740,700	I	by spouse
Common Stock	03/18/2011		G	V 945,300 A \$ 0	17,912,777 (1)	D	
Common Stock	11/08/2011		A	289,426 (2) A \$ 0	17,907,203	D	
Common Stock					740,700	I	by GRAT
Common Stock					295,000 (3)	I	Family Owned LLC

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ HOWARD D 2401 UTAH AVENUE SOUTH, SUITE 800 SEATTLE, WA 98134	X			chairman, president and ceo

Signatures

/s/ Alejandro C. Torres, attorney-in-fact for Howard Schultz
 11/10/2011
 **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) On March 18, 2011, a grantor retained annuity trust ("GRAT") that was previously established by the reporting person's spouse made an annuity payment of 945,300 shares to a joint account of the reporting person and his spouse. This annuity payment is being reported as a gift. The reporting person is the sole trustee of such GRAT and the shares owned by the GRAT have previously been shown as indirectly owned by the reporting person. In addition to the 945,300 shares described above that are being reported as a gift, the total number of shares shown as directly owned also includes 945,300 shares that were transferred to the joint account on March 18, 2011, as an annuity payment from a separate GRAT previously established by the reporting person for which he is the sole trustee. The shares owned by such GRAT were previously shown as indirectly owned and the annuity payment from such GRAT is a change in the form of beneficial ownership that is exempt from Section 16 pursuant to Rule 16a-13.
- (2)

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Restricted Stock Units ("RSUs") earned on the achievement of performance goals under performance-based restricted stock units granted on November 15, 2010. The RSUs will vest as follows: 144,713 RSUs vest on November 15, 2012 and 144,713 RSUs vest on November 15, 2013.

- (3) On March 25, 2011, the reporting person transferred 295,000 shares from a joint account of the reporting person and his spouse into a family owned LLC. The shares owned by the LLC were previously shown as directly owned by the reporting person and the transfer is a change in the form of beneficial ownership that is exempt from Section 16 pursuant to Rule 16a-13.

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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