

WILLIAMS JEFFREY E
Form 4
February 03, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS JEFFREY E

(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)
01/31/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (ESPP) ⁽¹⁾	01/31/2011		A	V 95	A \$ 222.5725 ⁽²⁾	62,183	D
Common Stock ⁽³⁾	02/01/2011		M	2,000	A \$ 46.57	64,183	D
Common Stock ⁽³⁾	02/01/2011		S	2,000	D \$ 342.0488 ⁽⁴⁾	62,183	D
Common Stock ⁽³⁾	02/01/2011		S	1,700	D \$ 342.725 ⁽⁵⁾	60,483	D
	02/01/2011		S	6,145	D	54,338	D

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Common Stock ⁽³⁾					\$ 344.1603 ⁽⁶⁾		
Common Stock ⁽³⁾	02/01/2011	S	14,655	D	\$ 345.1 ⁽⁷⁾	39,683	D

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. Amount or Number of Shares
Employee Stock Option ⁽³⁾	\$ 46.57	02/01/2011		M	2,000	⁽⁸⁾ 08/30/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
WILLIAMS JEFFREY E 1 INFINITE LOOP CUPERTINO, CA 95014	Director 10% Owner Officer Other Senior Vice President

Signatures

/s/ Gene Levoff, Attorney-in-fact for Jeffrey E.
Williams

02/02/2011

^{**}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).

The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Apple Inc. Employee

(1) Stock Purchase Plan ("ESPP"), for the ESPP purchase period of August 2, 2010 through January 31, 2011. This transaction is also exempt under Rule 16b-3(c).

(2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on August 2, 2010.

(3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.

This transaction was executed in multiple trades at prices ranging from \$341.49 to \$342.46; the price reported above reflects the weighted

(4) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$342.495 to \$343.40; the price reported above reflects the

(5) weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$343.60 to \$344.56; the price reported above reflects the weighted

(6) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$344.64 to \$345.53; the price reported above reflects the weighted

(7) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(8) This option was granted on August 30, 2005 and vested in 16 quarterly installments over the four-year period after the date on grant.

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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