

BYRNE JOHN JOSEPH
Form 4
February 04, 2005

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 *
BYRNE JOHN JOSEPH

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)
6322 SOUTH 3000 EAST, SUITE 100

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

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

(Street)

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

SALT LAKE CITY, X1 84121

(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)
			Code	V	Amount or Price		
Common stock	02/02/2005		P		3,500 A \$ 48	10,558	D
Common stock	02/02/2005		P		1,500 A \$ 48	12,058	D
Common stock	02/03/2005		P		10,000 A \$ 47.05	22,058	D
Common stock	02/03/2005		P		5,000 A \$ 47.95	27,058	D
Common stock						516,487 ⁽¹⁾	I Held by GRAT

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Common stock	42,765 ⁽²⁾	I	Held by spouse
Common stock	360,873 ⁽³⁾	I	Held by Haverford Utah, LLC
Common stock	5,850,632 ⁽³⁾	I	Held by High Plains Investments LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 4.26					09/21/2000 09/20/2005	Common stock	92,850 ⁽⁴⁾
Warrants	\$ 7.09					05/01/2000 04/30/2005	Common stock	585
Warrants	\$ 7.09					05/15/2000 05/14/2005	Common stock	1,462
Warrants	\$ 4.26					09/21/2000 09/20/2005	Common stock	2,367
Warrants	\$ 7.09					05/01/2000 04/30/2005	Common stock	6,603
Warrants	\$ 7.09					05/15/2000 05/14/2005	Common stock	16,506

Warrants \$ 4.26

09/21/2000 09/21/2000 Common stock 27,252

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE JOHN JOSEPH 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, X1 84121	X			

Signatures

/s/ John J. Byrne 02/04/2005

**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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.
- (2) Spouse acquired 10,000 common stock in the open market on February 17, 2004. All other shares were acquired and reported in prior filings.
- (3) 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 for any other purpose.
- (4) These warrants were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on March 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.