TIME WARNER INC.

Form 4 May 18, 2012

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WRIGHT DEBORAH C

(First) (Middle)

(Last)

ONE TIME WARNER CENTER

NEW YORK, NY 10019-8016

(Street)

(State)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

TIME WARNER INC. [TWX]

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

05/16/2012

4. If Amendment, Date Original

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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(City)

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

(Check all applicable)

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

X\_ Director

below)

5. Amount of

Beneficially

Securities

Owned

Officer (give title

Estimated average

burden hours per

1

#### Edgar Filing: TIME WARNER INC. - Form 4

|  | Derivative<br>Security |            |      |   | (A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) |     |                  |                    |  |                                       |
|--|------------------------|------------|------|---|---|-----|------------------|--------------------|--|---------------------------------------|
|  |                        |            | Code | V | (A)   | (D) | Date Exercisable | Expiration<br>Date | Title                                  | Amoun<br>or<br>Number<br>of<br>Shares |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 35.27               | 05/16/2012 | A    |   | 5,115   |     | 05/16/2013(1)    | 05/15/2022         | Common<br>Stock,<br>Par Value<br>\$.01 | 5,115                                 |
| Restricted<br>Stock<br>Units                     | <u>(2)</u>             | 05/16/2012 | A    |   | 2,410   |     | (3)              | (3)                | Common<br>Stock,<br>Par Value<br>\$.01 | 2,410                                 |

#### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 8   | Director      | 10% Owner | Officer | Other |  |  |  |
| WRIGHT DEBORAH C<br>ONE TIME WARNER CENTER<br>NEW YORK, NY 10019-8016 | X             |           |         |       |  |  |  |

#### **Signatures**

By: Brenda C. Karickhoff for Deborah C. Wright 05/18/2012

\*\*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) This option vests in full on the first anniversary of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests.
- (3) This award of restricted stock units vests in full on May 1, 2013. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

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.

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