#### Edgar Filing: Desroches Pascal - Form 4

Form 4														
February 11, 2013 FORM 4 UNITED STA				ES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							PROVAL 3235-0287			
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	ger STA 6. r File ns Section	ed purs	uant to s ) of the	Section 10 Public Ut	<b>SECUR</b> 6(a) of the	ITIES e Securit ling Con	ies E npany	xchang Act of	NERSHIP OF e Act of 1934, 1935 or Section 0	Estimated average burden hours per response t of 1934,				
1. Name and A Desroches F	ddress of Rep	oorting P	erson <u>*</u>	Symbol	Name and			-	5. Relationship of Issuer	Reporting Pers				
				f Earliest Transaction Day/Year) 2013				Director 10% Owner X Officer (give title Other (specify below) SVP and Controller						
NEW YOR	(Street) K, NY 100	19-801	6		ndment, Da th/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson			
(City)	(State)	(	Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction (Month/Day		Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	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, Par Value \$.01	02/08/201	3			M <u>(1)</u>	8,662	A	\$ 0 <u>(2)</u>	8,662	D				
Common Stock, Par Value \$.01	02/08/201	3			F <u>(3)</u>	3,219	D	\$ 52.57	5,443	D				
Common Stock, Par Value \$.01									282	Ι	By Savings Plan <u>(4)</u>			

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.

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/08/2013		М		8,662	02/08/2013	02/08/2013	Common Stock, Par Value \$.01	8,662

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
Reporting Owner Funct, Functions	Director	10% Owner	Officer	Other				
Desroches Pascal ONE TIME WARNER CENTER NEW YORK, NY 10019-8016			SVP and Controller					
Signatures								
Brenda C. Karickhoff for Pascal Desroches		02/11/2013						

### **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

- (1) Shares of common stock acquired upon the vesting of restricted stock units awarded on February 8, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock. The Reporting Person received one share of common stock for each restricted stock unit that vested.
- Payment of tax liability by withholding shares of common stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.

(4)

#### Edgar Filing: Desroches Pascal - Form 4

The Time Warner Savings Plan, a qualified employee benefit plan (the "Savings Plan"). Includes shares of common stock acquired through the reinvestment of dividends paid on the common stock held by the Savings Plan.

(5) These restricted stock units vest in two equal installments on the third and fourth anniversaries of their dates of grant, February 20, 2009, February 8, 2010, February 7, 2011 and February 15, 2012.

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.