

MELTON CAROL A
 Form 4
 February 11, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 MELTON CAROL A

2. Issuer Name and Ticker or Trading Symbol
 TIME WARNER INC. [TWX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE TIME WARNER CENTER

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

(Street)
 NEW YORK, NY 10019-8016

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, Par Value \$.01	02/08/2013		A ⁽¹⁾		15,394	A	\$ 0 ⁽¹⁾ 42,061	D
Common Stock, Par Value \$.01	02/08/2013		F ⁽²⁾		5,591	D	\$ 52.57 36,470	D
Common Stock, Par Value \$.01	02/08/2013		M ⁽³⁾		4,878	A	\$ 0 ⁽⁴⁾ 41,348	D
Common Stock, Par	02/08/2013		F ⁽²⁾		1,838	D	\$ 52.57 39,510	D

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Value \$.01							
Common Stock, Par Value \$.01				335	I		By Savings Plan ⁽⁵⁾
Common Stock, Par Value \$.01				2,846	I		By Spouse ⁽⁶⁾
Common Stock, Par Value \$.01				3,601.767	I		By Spouse's 401(k) Plan ⁽⁷⁾

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	⁽⁴⁾	02/08/2013		M	4,878	02/08/2013 02/08/2013	Common Stock, Par Value \$.01	4,878

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MELTON CAROL A ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	Executive Vice President

Signatures

By: Brenda C. Karickhoff for Carol A.
Melton

02/11/2013

__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) Shares of common stock acquired upon the vesting of performance stock units awarded on February 8, 2010. The Reporting Person received one share of common stock for each performance stock unit that vested. Vesting of the performance stock units was contingent upon the Issuer's achievement of certain performance criteria during the 2010-2012 performance period.
 - (2) Payment of tax liability by withholding shares of common stock incident to the vesting of performance stock units or restricted stock units in accordance with Rule 16b-3 of the Securities Exchange Act of 1934.
 - (3) Shares of common stock acquired upon the vesting of restricted stock units awarded on February 8, 2010.
 - (4) 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.
 - (5) 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.
 - (6) The Reporting Person disclaims beneficial ownership of these shares, which are held by her spouse.
 - (7) The Reporting Person disclaims beneficial ownership of these shares, which were purchased in her spouse's 401(k) plan.
 - (8) 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.