Edgar Filing: BEWKES JEFFREY L - Form 4

	JEFFREY L													
Form 4	0 2013													
February 19	ЛЛ	остатес	SECU	DITIE	c	A NID L	VCU/	NCI		MISSION		APP	ROVA	L
	UNITED	SIAILS		ashingt				angi		M15510N	OMB Number:		3235-	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue					NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940						Expires:January 31, 2005Estimated average burden hours per response0.5			
1(b).														
(Print or Type	e Responses)													
BEWKES JEFFREY L Symbol				Ican						Relationship of Reporting Person(s) to uer				
(Last)	(First)	(Middle)		of Earlie			-	-1		(Check	all applica	ble)		
					- · · · · · · · · · · · · · · · · · · ·					_ Director 10% Owner _ Officer (give title Other (specify /) below) Chairman of the Board and CEO				
				Ionth/Day/Year) App					ndividual or Joint/Group Filing(Check licable Line) Form filed by One Reporting Person					
NEW YOI	RK, NY 10019-80)16							I Perso	Form filed by Mo on	ore than One	Repo	ting	
(City)	(State)	(Zip)	Ta	ble I - No	on-	-Derivat	ive Secu	rities 4	Acquired	, Disposed of,	or Benefic	ially	Owned	1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Code (Instr. 8	5)	4. Secur mDispose (Instr. 3	d of (D) , 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4	Owner Form: Direct or Indi (I)	(D) rect	Bene Own	direct ficial ership
Common				Code	V	Am	ount	(D)	Price	(instr. 5 und	·)			
Stock, Par Value \$.01	02/15/2013			A <u>(1)</u>		189,19	9.473	А	\$ 0 <u>(1)</u>	442,890.47	'3 D			
Common Stock, Par Value \$.01	02/15/2013			F <u>(2)</u>		105,61	0	D	\$ 53.52	337,280.47	'3 D			
Common Stock, Par Value \$.01	02/15/2013			S <u>(3)</u>		1.473		D	\$ 53.52	337,279	D			

Common Stock, Par Value \$.01						34,752	Ι	By Savings Plan (4)		
Reminder: Re	port on a sepa	rate line for each class	s of securities benefic	Persons informative required	s who respond tion contained I to respond un s a currently va	to the collect in this form a less the form	are not n	C 1474 (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)	Code	5. Number of orDerivative 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Employee Stock Option (Right to Buy)	\$ 53.52	02/15/2013		A	605,144	(5)	02/14/2023	Common Stock, Par Value \$.01	605,14	
Reporting Owners										

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
BEWKES JEFFREY L ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	Х		Chairman of the Board and CEO						
Signatures									
By: Brenda C. Karickhoff for Jeffr Bewkes	ey L.	02	2/19/2013						
**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).

Shares of common stock acquired upon the vesting of performance stock units awarded on January 1, 2008. The Reporting Person
(1) 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 2008-2012 performance period.

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- (2) Payment of tax liability by withholding shares of common stock incident to the vesting of performance stock units in accordance with Rule 16b-3 of the Securities Exchange Act of 1934.
- (3) Cash payment in lieu of fractional shares. This transaction is exempt under Rule 16b-3 of the Securities Exchange Act of 1934.
- (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) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 15, 2013.

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.