

OVERSTOCK COM INC
Form 4
February 11, 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 *
MACKLIN GORDON S

(Last) (First) (Middle)

8212 BURNING TREE ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OVERSTOCK COM INC [OSTK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 | 02/09/2005 | | S | | 10,000 | D | \$ 54.09 |
| | | | | | 45,589 | I (1) | Held by Marilyn C. Macklin Family Trust |
| Common stock | | | | | 87,612 | I | Held by Macklin Family Limited Partnership - I |
| Common | | | | | 20,816 | I | Held by |

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| | | | | | | | | | |
|-----------------|------------|--|---|--------|---|---------|---------|---|--|
| stock | | | | | | | | | Macklin Family Limited Partnership - III |
| Common stock | 09/20/2004 | | X | 21,172 | A | \$ 3.69 | 114,965 | I | Held by Gordon Macklin Family Trust |

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) | |
|---|---|---|---|---|--|--------|-----|--|--------------------|---|--------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Incentive stock options | \$ 3.69 | 09/20/2004 | | X | | 21,172 | | 10/23/2000 | 10/22/2004 | Common stock | 21,172 |
| Warrants | \$ 7.09 | | | | | | | 05/15/2000 | 05/14/2005 | Common stock | 3,653 |
| Warrants | \$ 4.26 | | | | | | | 09/21/2000 | 09/20/2005 | Common stock | 1,551 |
| Warrants | \$ 7.09 | | | | | | | 05/01/2000 | 04/30/2005 | Common stock | 1,462 |

| | | | | | |
|----------|---------|------------|------------|--------------|-------|
| Warrants | \$ 4.26 | 09/21/2000 | 09/20/2005 | Common stock | 4,366 |
| Warrants | \$ 7.09 | 05/01/2000 | 04/30/2005 | Common stock | 7,728 |
| Warrants | \$ 7.09 | 05/15/2000 | 05/14/2005 | Common stock | 2,558 |
| Warrants | \$ 4.26 | 09/21/2000 | 09/20/2005 | Common stock | 6,989 |
| Warrants | \$ 7.09 | 05/01/2000 | 04/30/2005 | Common stock | 1,023 |
| Warrants | \$ 7.09 | 05/15/2000 | 05/14/2005 | Common stock | 2,558 |
| Warrants | \$ 4.26 | 09/21/2000 | 09/20/2005 | Common stock | 4,142 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MACKLIN GORDON S
8212 BURNING TREE ROAD X
BETHESDA, MD 20817

Signatures

/s/ Gordon S.

Macklin

02/10/2005

**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) 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 any other purpose.

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.