

APPLE INC
Form 4
September 13, 2012

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 *
RAFAEL BETSY

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLE INC [AAPL]

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2012

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)

VP, Corporate Controller

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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|---------------------|------------|-------------------------------------------------------------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | (Instr. 8) | (Instr. 8) | (A) or (D) | Price | | | |
| Common Stock | 05/15/2012 | | G | V | 50 | D | \$ 0 | 64 | D |
| Common Stock | 05/15/2012 | | G | V | 50 | D | \$ 0 | 14 | D |
| Common Stock | 07/31/2012 | | A ⁽¹⁾ | V | 1 | A | \$ 387.7615 | 15 | D |
| Common Stock | 09/11/2012 | | M | | 10,000 | A | ② | 10,015 | D |
| Common Stock ⁽³⁾ | 09/11/2012 | | F | | 4,647 | D | \$ 660.59 | 5,368 | D |

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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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Unit | (2) | 09/11/2012 | | M | 10,000 | (4) 09/11/2012 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAFAEL BETSY 1 INFINITE LOOP CUPERTINO, CA 95014 | | | VP, Corporate Controller | |

Signatures

/s/ Gene D. Levoff, Attorney-in-fact for Betsy E. Rafael

09/13/2012

**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).

The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Apple Inc. Employee

- (1) Stock Purchase Plan ("ESPP"), for the ESPP purchase period of February 1, 2012 through July 31, 2012. This transaction is also exempt under Rule 16b-3(c).
- (2) Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (3) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.
- (4) This restricted stock unit award was granted on September 11, 2007 and vests in annual installments over five years, with the first installment vesting on September 11, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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