

WILLIAMS JEFFREY E
Form 4
February 03, 2011

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 *
WILLIAMS JEFFREY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 INFINITE LOOP

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2011

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

(Street)
CUPERTINO, CA 95014

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Common Stock (ESPP) (1)	01/31/2011		A	V 95	\$ 222.5725 (2)	62,183	D
Common Stock (3)	02/01/2011		M	2,000	\$ 46.57	64,183	D
Common Stock (3)	02/01/2011		S	2,000	\$ 342.0488 (4)	62,183	D
Common Stock (3)	02/01/2011		S	1,700	\$ 342.725 (5)	60,483	D
	02/01/2011		S	6,145		54,338	D

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 August 2, 2010 through January 31, 2011. This transaction is also exempt under Rule 16b-3(c).

(2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on August 2, 2010.

(3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.

This transaction was executed in multiple trades at prices ranging from \$341.49 to \$342.46; the price reported above reflects the weighted

(4) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$342.495 to \$343.40; the price reported above reflects the

(5) weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$343.60 to \$344.56; the price reported above reflects the weighted

(6) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from \$344.64 to \$345.53; the price reported above reflects the weighted

(7) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(8) This option was granted on August 30, 2005 and vested in 16 quarterly installments over the four-year period after the date on grant.

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.