

OVERSTOCK COM INC
Form 4/A
June 13, 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 *
SCHWEGMAN SHAWN

(Last) (First) (Middle)

6322 SOUTH 3000 EAST, SUITE 100

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

OVERSTOCK COM INC [OSTK]

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

05/25/2004

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

05/25/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP Technology

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common stock | 05/25/2004 ⁽³⁾ | | M | | 10,586 A \$ 7.09 | 18,274 | D |
| Common stock | 05/25/2004 ⁽³⁾ | | S | | 10,586 D \$ 34.48 | 7,688 | D |
| Common stock | 06/09/2005 | | S | | 4,000 D \$ 40.05 | 3,688 | D |
| Common stock | | | | | | 59,547 ⁽⁵⁾ | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock options | \$ 7.09 | 05/25/2004 ⁽³⁾ | | M | 10,586 | 03/10/2001 ⁽¹⁾ 03/09/2005 | Common stock 10,586 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWEGMAN SHAWN 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121 | | | VP Technology | |

Signatures

/s/ Shawn Schwegman 05/25/2004

**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 options vested as to 28% of the total option grant on the first anniversary of the grant date (i.e. 3/10/2001) and 2% of the total option grant every month thereafter.
- (2) Reflects total amount of options outstanding held by the reporting person following this reported transaction.
- (3) These transaction were reported on May 25, 2004. This amendment is being filed solely for purposes of clarity.
- (4) Not applicable.
- (5) Between 3/1/2005 and 6/10/2005 the reporting person acquired 59,547 shares of common stock under the Company's 401(k) plan

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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