

TIME WARNER INC
Form 4
May 02, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NOVACK KENNETH J

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019-8016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER INC [TWX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$.01 | 05/01/2007 | | M ⁽¹⁾ | 2,172 A | 2 36,693 | D | |
| Common Stock, par value \$.01 | 05/01/2007 | | M ⁽³⁾ | 14,200 A | \$ 12.875 50,893 | D | |
| Common Stock, par value \$.01 | 05/01/2007 | | S ⁽³⁾ | 100 D | \$ 20.74 50,793 | D | |
| Common Stock, par value \$.01 | 05/01/2007 | | S ⁽³⁾ | 6,100 D | \$ 20.75 44,693 | D | |

Edgar Filing: TIME WARNER INC - Form 4

| | | | | | | | | |
|-------------------------------|------------|------------------|-------|---|-----------|--------|---|-------------------------|
| Common Stock, par value \$.01 | 05/01/2007 | S ⁽³⁾ | 400 | D | \$ 20.755 | 44,293 | D | |
| Common Stock, par value \$.01 | 05/01/2007 | S ⁽³⁾ | 3,900 | D | \$ 20.76 | 40,393 | D | |
| Common Stock, par value \$.01 | 05/01/2007 | S ⁽³⁾ | 3,700 | D | \$ 20.77 | 36,693 | D | |
| Common Stock, par value \$.01 | | | | | | 375 | I | by Trust ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 12.875 | 05/01/2007 | | M ⁽³⁾ | 14,200 | ⁽⁵⁾ 10/20/2008 | Common Stock, par value \$.01 14,200 |
| Restricted Stock Units | ⁽²⁾ | 05/01/2007 | | M | 2,172 | 05/01/2007 ⁽⁶⁾ | Common Stock, par value \$.01 2,172 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOVACK KENNETH J
ONE TIME WARNER CENTER X
NEW YORK, NY 10019-8016

Signatures

By: Brenda C. Karickhoff For: Kenneth J.
Novack

05/02/2007

__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 common stock was acquired as a result of the vesting of restricted stock units awarded on May 20, 2005 and May 19, 2006.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 4, 2004, as amended on May 5, 2005 and February 20, 2007.
The reported shares represent the aggregate number of shares held by the Novack Family 1999 Revocable Trust, of which the Reporting Person's son who shares his household is one of four beneficiaries. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by the Novack Family 1999 Revocable Trust, except to the extent of his son's pecuniary interest therein.
- (5) This option is currently exercisable.
- (6) These awards of restricted stock units vest in annual installments of 25% beginning on May 1, 2006 through May 1, 2009 and May 1, 2007 through May 1, 2010. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

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.