

MELTON CAROL A
Form 4
July 02, 2009

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 *
MELTON CAROL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE TIME WARNER CENTER

07/01/2009

Executive Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019-8016

(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, Par Value \$0.01 | 07/01/2009 | | M ⁽¹⁾ | 4,147.982 A | \$ 0 ⁽²⁾ 8,159.982 ⁽⁵⁾ | D | |
| Common Stock, Par Value \$0.01 | 07/01/2009 | | F ⁽³⁾ | 1,449 D | \$ 25.34 6,710.982 ⁽⁵⁾ | D | |
| Common Stock, Par Value \$0.01 | 07/01/2009 | | S ⁽⁴⁾ | 0.982 D | \$ 25.34 6,710 ⁽⁵⁾ | 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).

- (1) The Common Stock was acquired as a result of the vesting of restricted stock units awarded on July 1, 2005.
- (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) Payment of tax liability by withholding shares of Common Stock incident to the vesting of restricted stock units in accordance with Rule 16b-3 of the Securities Exchange Act of 1934.
- (4) This transaction is exempt under Rule 16b-3 of the Securities Exchange Act of 1934.

Includes previously acquired shares of Common Stock that have been adjusted to reflect a one-for-three reverse stock split of the Issuer's common stock that became effective on March 27, 2009. Pursuant to the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, these adjustment transactions are not required to be reported.

- (6) The Time Warner Savings Plan, a qualified employee benefit plan.
- (7) Shares held by the Reporting Person's spouse as to which the Reporting Person disclaims beneficial ownership.

Includes previously granted restricted stock units that have been adjusted to reflect (a) the separation of Time Warner Cable Inc. from the Issuer on March 12, 2009; and (b) a one-for-three reverse stock split of the Issuer's Common Stock that became effective on March 27, 2009. Pursuant to the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, these adjustment transactions are not required to be reported.

- (9) These restricted stock units vest in two equal installments on the third and fourth anniversaries of their dates of grant, March 3, 2006, March 2, 2007, March 7, 2008 and February 20, 2009.

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.