

CAPPuccio PAUL T
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
CAPPuccio PAUL T

(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)
02/20/2013

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)

EVP and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01	02/20/2013		M ⁽¹⁾		12,397,434	A	\$ 0 ⁽²⁾
Common Stock, Par Value \$0.01	02/20/2013		F ⁽³⁾		6,920	D	\$ 53.23
Common Stock, Par Value \$0.01	02/20/2013		S ⁽⁴⁾		0.434	D	\$ 53.23

Common Stock, Par Value \$.01	02/20/2013	M ⁽⁵⁾	28,885	A	\$ 15.27	146,329	D	
Common Stock, Par Value \$.01	02/20/2013	S ⁽⁵⁾	28,885 ⁽⁶⁾ <u>(7)</u>	D	\$ 53.53	117,444	D	
Common Stock, Par Value \$.01						259	I	By Savings Plan ⁽⁸⁾

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 Underlying Security (Instr. 3 and 4)	Am Nun Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	02/20/2013		M	12,397.434	02/20/2013	02/20/2013	Common Stock, Par Value \$.01	12
Employee Stock Option (Right to Buy)	\$ 15.27	02/20/2013		M	28,885	<u>(10)</u>	02/19/2019	Common Stock, Par Value \$.01	

Reporting Owners

Reporting Owner Name / Address	Relationships
CAPPuccio PAUL T ONE TIME WARNER CENTER	Director 10% Owner Officer EVP and General Counsel
	Other

NEW YORK, NY 10019-8016

Signatures

By: Brenda C. Karickhoff for Paul T.
Cappuccio

02/21/2013

__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) Shares of common stock acquired upon the vesting of restricted stock units awarded on February 20, 2009.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The Reporting Person received one share of Common Stock for each restricted stock unit that vested.
- (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.
- (4) Cash payment in lieu of fractional shares. This transaction is exempt under Rule 16b-3 of the Securities Exchange Act of 1934.
- (5) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 21, 2012.
- (6) This transaction was executed in multiple trades at prices ranging from \$53.52 to \$53.60. The price reported above reflects the weighted average sale price.

The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Time Warner Inc. or a security holder of Time Warner Inc., full information regarding the number of shares and prices at which each transaction was effected.
- (7) The Time Warner Savings Plan, a qualified employee benefit plan (the "Savings Plan"). Includes shares of common stock acquired through the reinvestment of dividends paid on the common stock held by the Savings Plan.
- (8) These restricted stock units vest in two equal installments on the third and fourth anniversaries of their dates of grant, February 8, 2010, February 7, 2011 and February 15, 2012.
- (9) This option is currently exercisable.
- (10) This option is currently exercisable.

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.