

BYRNE PATRICK  
Form 4/A  
December 09, 2005

**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 \*  
BYRNE PATRICK

(Last) (First) (Middle)  
6350 SOUTH 3000 EAST  
(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)  
12/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/01/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Price   |  |   |
| Common Stock                    | 12/01/2005                           |  | P                              |   | 2,600 A \$ 38.22  | D  |   |
| Common Stock                    | 12/01/2005                           |  | P                              |   | 100 A \$ 38.25  | D  |   |
| Common Stock                    | 12/01/2005                           |  | P                              |   | 200 A \$ 38.25  | D  |   |
| Common Stock                    | 12/01/2005                           |  | P                              |   | 500 A \$ 38.25  | D  |   |
| Common Stock                    | 12/01/2005                           |  | P                              |   | 200 A \$ 38.25  | D  |   |

Edgar Filing: BYRNE PATRICK - Form 4/A

|              |            |   |       |   |          |                         |              |   |
|--------------|------------|---|-------|---|----------|-------------------------|--------------|---|
| Common Stock | 12/01/2005 | P | 300   | A | \$ 38.25 | 1,082,950               | D            |   |
| Common Stock | 12/01/2005 | P | 200   | A | \$ 38.25 | 1,083,150               | D            |   |
| Common Stock | 12/01/2005 | P | 500   | A | \$ 38.25 | 1,083,650               | D            |   |
| Common Stock | 12/01/2005 | P | 100   | A | \$ 38.37 | 1,083,750               | D            |   |
| Common Stock | 12/01/2005 | P | 200   | A | \$ 38.37 | 1,083,950               | D            |   |
| Common Stock | 12/01/2005 | P | 100   | A | \$ 38.37 | 1,084,050               | D            |   |
| Common Stock | 12/01/2005 | P | 1,722 | A | \$ 38.48 | 1,085,772               | D            |   |
| Common Stock |            |   |       |   |          | 5,592,127<br><u>(2)</u> | I <u>(1)</u> | Held by High Plains Investments, L.L.C. |
| Common Stock |            |   |       |   |          | 0 <u>(2)</u>            | I            | Held by C-Liquidating Trust             |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| BYRNE PATRICK<br>6350 SOUTH 3000 EAST<br>SALT LAKE CITY, UT 84121 | X             | X         | President |       |

## Signatures

Patrick Byrne                      12/07/2005

\_\_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 reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.  
On November 11, 2005, C-Liquidating Trust distributed all its 649,536 shares to its sole trustee, High Plains Investments, L.L.C. The
- (2) reporting person had previously reported indirect ownership of both C-Liquidating Trust and High Plains Investments, L.L.C. The distribution of the C-Liquidating Trust shares did not increase or decrease the reporting person's form of beneficial ownership.
- (3) The reporting person has determined that 66,559 shares previously reported as directly owned are indirectly owned. Consequently, the reporting person has amended his Form 4 filed on October 6, 2005, and is amending his Forms 4 filed on December 1, 2005 to reflect the same correction. No new transaction is reported in this Amendment.

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.