

BYRNE JOHN JOSEPH
Form 4/A
February 09, 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 *
BYRNE JOHN JOSEPH

2. Issuer Name and Ticker or Trading Symbol
OVERSTOCK COM INC [OSTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6322 SOUTH 3000 EAST, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2005

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/04/2005

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

SALT LAKE CITY, UT 84121

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/07/2005 | | P | | 200 A \$ 54.58 | 42,965 (1) | I Held by Spouse |
| Common Stock | 02/07/2005 | | P | | 100 A \$ 54.57 | 43,065 | I Held by Spouse |
| Common Stock | 02/07/2005 | | P | | 100 A \$ 54.59 | 43,165 | I Held by Spouse |
| Common Stock | 02/07/2005 | | P | | 710 A \$ 54.6 | 43,875 | I Held by Spouse |
| Common Stock | 02/07/2005 | | P | | 100 A \$ 54.6 | 43,975 | I Held by Spouse |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|------------------------|---|-------------------------------------|
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.6 | 44,075 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.7 | 44,175 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.92 | 44,275 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 500 | A | \$ 54.93 | 44,775 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.92 | 44,875 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 61 | A | \$ 54.93 | 44,936 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.93 | 45,036 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 240 | A | \$ 54.92 | 45,276 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.93 | 45,376 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 100 | A | \$ 54.95 | 45,476 | I | Held by Spouse |
| Common Stock | 02/07/2005 | P | 39 | A | \$ 54.93 | 45,515 | I | Held by Spouse |
| Common Stock | | | | | | 365,107 ⁽²⁾ | I | Held by Haverford Utah, LLC |
| Common Stock | | | | | | 0 ⁽³⁾ | I | Held by High Plains Investments LLC |
| Common Stock | | | | | | 201,693 ⁽⁴⁾ | I | Held by High Meadows Finance, L.C. |

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)

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| 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 Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BYRNE JOHN JOSEPH 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121 | | X | | |

Signatures

/s/ John J. Byrne 02/09/2005

__Signature of Date
Reporting Person

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).
- In addition to the amendments reported herein, this Form 4 reports the indirect acquisitions shown. The Amount of Securities Beneficially Owned Following Reported Transactions(s) as set forth in column 5 with respect to the reported acquisitions, relates solely to the shares
- (1) held by the reporting person's spouse. The reporting person disclaims beneficial ownership of all shares reported as beneficially owned except to the extent of his pecuniary interest, if any, in such shares, and this report shall not be deemed an admission that the reporting person is the owner of the securities for any purpose.
 - (2) The number of shares held by Haverford Utah, LLC was incorrectly reported in the February 4, 2005 Form 4 as 360,873, and the number is hereby amended as shown.
 - (3) The shares held by High Plains Investments LLC were previously reported as indirectly beneficially owned, and the reporting person previously disclaimed beneficial ownership. However, the reporting person has determined that he has no reportable interest in the shares. High Plains Investments LLC has not disposed of any interest in the shares.
 - (4) 197,459 of these shares were previously reported in a Form 3 as indirectly beneficially owned by High Meadows Finance, L.C. An additional 4,234 shares held by High Meadows since 2001 were inadvertently omitted from the Form 3, and the Form 3 and the February 2, 2005 Form 4 are hereby amended as shown.

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.