

MANSFIELD ROBERT L
 Form 4
 March 19, 2013

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 *
 MANSFIELD ROBERT L

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 APPLE INC [AAPL]

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2013

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)
 Senior Vice 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	(A) or (D)	Price
Common Stock	03/15/2013		M		46,586	A	11
Common Stock ⁽³⁾	03/15/2013		F		23,581	D	\$ 443.66
					59,175	D	⁽²⁾
					35,594	D	

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 Security (Instr. 3 and 4)
Restricted Stock Unit ⁽⁴⁾	<u>1</u>	03/15/2013		M	46,586	03/15/2013 ⁽⁴⁾ 03/21/2016	Common Stock 46,586

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANSFIELD ROBERT L 1 INFINITE LOOP CUPERTINO, CA 95014			Senior Vice President	

Signatures

/s/ Gene D. Levoff, Attorney-in-fact for Robert L. Mansfield 03/19/2013

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. The reporting person had vested restricted stock units settled in shares of common stock.
- (2) The reporting person no longer has a reportable beneficial interest in 17,000 shares of the issuer's common stock that are owned by a family trust and were included in the reporting person's prior ownership reports.
- (3) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.
This award was granted on November 2, 2011, and a portion of the award was subsequently modified on May 24, 2012. The modified portion of the award, which represents 75,000 of the 150,000 restricted stock units subject to the original grant, vests daily over the period from March 24, 2012 to June 21, 2013, assuming continued employment through the applicable vesting date. This transaction represents
- (4) the settlement, pursuant to the terms of the modified award, of the portion of the award that vested during the period from March 24, 2012 through December 31, 2012 (with any units subject to the modified portion of the award that vest after December 31, 2012 to be settled no later than September 5, 2013). The remaining 75,000 restricted stock units subject to the original grant are scheduled to vest on March 21, 2016, assuming continued employment through the applicable vesting date.

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.