

OVERSTOCK.COM, INC  
 Form 4  
 February 17, 2006

**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 \*  
**MARTIN RUSSEL W**

(Last) (First) (Middle)  
 6350 SOUTH 3000 EAST  
 (Street)

SALT LAKE CITY, X1 84121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2006

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)  
 VP Merchandising & Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common stock                    | 02/15/2006                           |  | M                              | 4,447 A \$ 5.07   | 4,801   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock options                              | \$ 5.07  | 06/15/2006                           |  | M                              | 4,447   | 02/22/2002 02/21/2006                                    | Common stock  | 4,447                         |
| Stock options                              | \$ 5.06  |                                      |  |                                |   | 06/01/1999 05/31/2009                                    | Common stock  | 1,341                         |
| Stock options                              | \$ 5.06  |                                      |  |                                |   | 08/13/2000 08/12/2010                                    | Common stock  | 207                           |
| Stock options                              | \$ 2.84  |                                      |  |                                |   | 10/30/2002 10/29/2006                                    | Common stock  | 1,130                         |
| Stock options                              | \$ 5.07  |                                      |  |                                |   | 01/22/2003 01/21/2007                                    | Common stock  | 5,228                         |
| Stock options                              | \$ 13.57   |                                      |  |                                |   | 03/17/2004 03/16/2008                                    | Common stock  | 1,000                         |
| Stock options                              | \$ 13.09   |                                      |  |                                |   | 07/29/2004 07/28/2008                                    | Common stock  | 6,647                         |
| Stock options                              | \$ 18.58   |                                      |  |                                |   | 01/23/2005 01/22/2009                                    | Common stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| MARTIN RUSSEL W<br>6350 SOUTH 3000 EAST<br>SALT LAKE CITY, X1 84121 |               |           | VP Merchandising & Operations |       |

## Signatures

/s/ Russell W. Martin 02/17/2006

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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