

WILLIAMS JEFFREY E
Form 4
April 19, 2011

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 *
WILLIAMS JEFFREY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 INFINITE LOOP

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(Street)
CUPERTINO, CA 95014

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

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

(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	(D)	Price			
Common Stock	04/15/2011		M		3,750	A	Ⓛ	8,337	D	
Common Stock	04/15/2011		M		3,750	A	Ⓛ	12,087	D	
Common Stock ⁽²⁾	04/15/2011		F		3,502	D	\$ 327.46	8,585	D	
Common Stock ⁽³⁾	04/18/2011		S		900	D	\$ 321.4056	7,685	D	
Common Stock ⁽³⁾	04/18/2011		S		508	D	\$ 322.3154	7,177	D	

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					(5)		
Common Stock <u>(3)</u>	04/18/2011	S	1,300	D	\$ 323.9485	5,877	D
Common Stock <u>(3)</u>	04/18/2011	S	300	D	\$ 324.6633	5,577	D
Common Stock <u>(3)</u>	04/18/2011	S	800	D	\$ 325.9788	4,777	D
Common Stock <u>(3)</u>	04/18/2011	S	190	D	\$ 327.52	4,587	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.

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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 of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	<u>(1)</u>	04/15/2011		M	3,750	04/15/2011 ⁽⁹⁾ 10/15/2013	Common Stock 3,750
Restricted Stock Unit	<u>(1)</u>	04/15/2011		M	3,750	04/15/2011 ⁽¹⁰⁾ 10/15/2012	Common Stock 3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS JEFFREY E 1 INFINITE LOOP			Senior Vice President	

CUPERTINO, CA 95014

Signatures

/s/ Gene Levoff, Attorney-in-fact for Jeffrey E.

Williams

04/19/2011

__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 (1) share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.
- (3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.
This transaction was executed in multiple trades at prices ranging from \$320.96 to \$321.92; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (4) This transaction was executed in multiple trades at prices ranging from \$321.99 to \$322.72; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (5) This transaction was executed in multiple trades at prices ranging from \$323.34 to \$324.25; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (6) This transaction was executed in multiple trades at prices ranging from \$324.47 to \$324.96; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (7) This transaction was executed in multiple trades at prices ranging from \$325.60 to \$326.24; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (8) This restricted stock unit award was granted on September 26, 2009 and vests in semi-annual installments over four years, beginning on April 15, 2010.
- (9) This restricted stock unit award was granted on October 12, 2008 and vests in semi-annual installments over four years, beginning on April 15, 2009.
- (10)

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.