

TIME WARNER INC.
Form 4
February 10, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Averill Howard M

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER INC. [TWX]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2014

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)
EVP & Chief Financial Officer

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, Par Value \$.01 | 02/07/2014 | | M ⁽¹⁾ | | 11,550 A \$ 0 ⁽²⁾ | 15,080 | D |
| Common Stock, Par Value \$.01 | 02/07/2014 | | F ⁽³⁾ | | 4,260 D \$ 63.91 | 10,820 | D |
| Common Stock, Par Value \$.01 | 02/08/2014 | | M ⁽⁴⁾ | | 10,626 A \$ 0 ⁽²⁾ | 21,446 | D |
| Common Stock, Par | 02/08/2014 | | F ⁽³⁾ | | 4,881 D \$ 63.91 | 16,565 | D |

Value \$.01

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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (2) | 02/07/2014 | | M | 11,550 | (5) (5) | Common Stock, Par Value \$.01 | 11,550 |
| Restricted Stock Units | (2) | 02/08/2014 | | M | 10,626 | (7) (7) | Common Stock, Par Value \$.01 | 10,626 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Averill Howard M ONE TIME WARNER CENTER NEW YORK, NY 10019 | | | EVP & Chief Financial Officer | |

Signatures

By: Brenda C. Karickhoff for Howard M. Averill 02/10/2014

__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).

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- (1) Shares of common stock acquired upon the vesting of restricted stock units ("RSUs") awarded on February 7, 2011.
- (2) Each RSU represents a contingent right to receive one share of common stock. The Reporting Person received one share of common stock for each RSU that vested.
- (3) Payment of tax liability by withholding shares of common stock incident to the vesting of RSUs in accordance with Rule 16b-3 of the Securities Act of 1934.
- (4) Shares of common stock acquired upon the vesting of RSUs awarded on February 8, 2010.
- (5) These RSUs vest in two equal installments on the third and fourth anniversaries of their date of grant, February 7, 2011.
- (6) These RSUs vest in two equal installments on the third and fourth anniversaries of their dates of grant, February 8, 2010, February 7, 2011, February 15, 2012 and February 15, 2013.
- (7) These RSUs vest in two equal installments on the third and fourth anniversaries of their date of grant, February 8, 2010.
- (8) These RSUs vest in two equal installments on the third and fourth anniversaries of their dates of grant, February 7, 2011, February 15, 2012 and February 15, 2013.

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.