

TIME WARNER INC.
Form 4
February 17, 2016

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 *
Magee Karen

(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)
02/15/2016

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)

Executive 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$.01	02/15/2016		M ⁽¹⁾		7,745	A	\$ 0 ⁽²⁾ 21,985
Common Stock, Par Value \$.01	02/15/2016		F ⁽³⁾		4,323	D	\$ 62.26 17,662
Common Stock, Par Value \$.01	02/15/2016		M ⁽¹⁾		6,821	A	\$ 0 ⁽²⁾ 24,483
Common Stock, Par	02/15/2016		F ⁽³⁾		3,807	D	\$ 62.26 20,676

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Value \$.01									
Common Stock, Par Value \$.01	02/15/2016		<u>M</u> ⁽¹⁾	1,327	A	\$ 0	<u>(2)</u>	22,003	D
Common Stock, Par Value \$.01	02/15/2016		<u>F</u> ⁽³⁾	740	D	\$ 62.26		21,263	D
Common Stock, Par Value \$.01	02/15/2016		<u>M</u> ⁽¹⁾	991	A	\$ 0	<u>(2)</u>	22,254	D
Common Stock, Par Value \$.01	02/15/2016		<u>F</u> ⁽³⁾	553	D	\$ 62.26		21,701	D

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	02/15/2016		M		<u>(4)</u> <u>(4)</u>	Common Stock, Par Value \$.01	7,745
Restricted Stock Units	<u>(2)</u>	02/15/2016		M		<u>(5)</u> <u>(5)</u>	Common Stock, Par Value \$.01	6,821
Restricted Stock Units	<u>(2)</u>	02/15/2016		M		<u>(6)</u> <u>(6)</u>	Common Stock, Par Value \$.01	1,327
Restricted Stock	<u>(2)</u>	02/15/2016		M		<u>(7)</u> <u>(7)</u>	Common Stock,	991

Units							Par Value \$.01
Employee Stock Option (Right to Buy)	\$ 62.26	02/15/2016	A	23,361	(9)	02/14/2026	Common Stock, Par Value \$.01
							23,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magee Karen ONE TIME WARNER CENTER NEW YORK, NY 10019			Executive Vice President	

Signatures

By: Brenda C. Karickhoff for Karen Magee
02/17/2016

__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) Shares of common stock acquired upon the vesting of restricted stock units awarded on February 15, 2012, February 15, 2013, February 15, 2014 and February 15, 2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock. The Reporting Person received one share of common stock for each restricted stock unit that vested.
- (3) Payment of tax liability by withholding shares of common stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.
- (4) These restricted stock units vest in two equal installments on the third and fourth anniversaries of the date of grant, February 15, 2012.
- (5) These restricted stock units vest in two equal installments on the third and fourth anniversaries of the date of grant, February 15, 2013.
- (6) These restricted stock units vest in four equal installments on the first four anniversaries of their date of grant, February 15, 2014.
- (7) These restricted stock units vest in four equal installments on the first four anniversaries of their date of grant, February 15, 2015.
- (8) These restricted stock units include (i) restricted stock units that vest in two equal installments on the third and fourth anniversaries of the date of grant, February 15, 2013, and (ii) restricted stock units that vest in four equal installments on the first four anniversaries of the following dates of grant: February 15, 2014 and February 15, 2015.
- (9) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 15, 2016.

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.