

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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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 *
MELTON CAROL A

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019-8016

(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)
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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, Par Value \$.01 | 02/07/2014 | | M ⁽¹⁾ | | 11,575 | A | \$ 0 ⁽²⁾ 54,108 | D |
| Common Stock, Par Value \$.01 | 02/07/2014 | | F ⁽³⁾ | | 4,200 | D | \$ 63.91 49,908 | D |
| Common Stock, Par Value \$.01 | 02/07/2014 | | M ⁽⁴⁾ | | 3,176 | A | \$ 0 ⁽⁵⁾ 53,084 | D |
| Common Stock, Par | 02/07/2014 | | F ⁽³⁾ | | 1,078 | D | \$ 63.91 52,006 | D |

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| | | | | | | | | | |
|-------------------------------------|------------|--|------------------|-------|---|---------------------|-----------|---|-------------------------------------------------|
| Value \$.01 | | | | | | | | | |
| Common Stock, Par Value \$.01 | 02/08/2014 | | M ⁽⁶⁾ | 4,878 | A | \$ 0 ⁽⁵⁾ | 56,884 | D | |
| Common Stock, Par Value \$.01 | 02/08/2014 | | F ⁽³⁾ | 2,249 | D | \$ 63.91 | 54,635 | D | |
| Common Stock, Par Value \$.01 | | | | | | | 347 | I | By Savings Plan ⁽⁷⁾ |
| Common Stock, Par Value \$.01 | | | | | | | 2,846 | I | By Spouse ⁽⁸⁾ |
| Common Stock, Par Value \$.01 | | | | | | | 3,601.767 | I | By Spouse's 401(k) Plan ⁽⁹⁾ |

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Stock Units | ⁽²⁾ | 02/07/2014 | | M | 11,575 | 02/07/2014 | 02/07/2014 | Common Stock, Par Value \$.01 | 11,575 |
| Restricted Stock Units | ⁽⁵⁾ | 02/07/2014 | | M | 3,176 | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Common Stock, Par Value \$.01 | 3,176 |
| | ⁽⁵⁾ | 02/08/2014 | | M | 4,878 | ⁽¹²⁾ | ⁽¹²⁾ | | 4,878 |

Restricted
Stock Units

Common
Stock,
Par Value
\$.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MELTON CAROL A ONE TIME WARNER CENTER NEW YORK, NY 10019-8016 | | | Executive Vice President | |

Signatures

By: Brenda C. Karickhoff for Carol A.
Melton

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).

- (1) On February 7, 2011, the Reporting Person was awarded 6,353 target performance stock units ("PSUs") with a three-year performance period ending December 31, 2013. As previously reported on a Form 4 (filed with the SEC on January 31, 2014), on January 29, 2014, the Compensation & Human Development Committee approved a payout of 182.2% of the target PSUs in accordance with the performance standards set in 2011, based on the Issuer's relative total stockholder return for the performance period being at the 91st percentile of the companies in the S&P 500. On February 7, 2014, the Reporting Person acquired 11,575 shares of common stock upon the vesting of those PSUs.
- (2) Each PSU represents a contingent right to receive one share of common stock. The Reporting Person received one share of common stock for each PSU that vested.
- (3) Payment of tax liability by withholding shares of common stock incident to the vesting of PSUs or restricted stock units ("RSUs") in accordance with Rule 16b-3 of the Securities Exchange Act of 1934.
- (4) Shares of common stock acquired upon the vesting of RSUs awarded on February 7, 2011.
- (5) 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.
- (6) Shares of common stock acquired upon the vesting of RSUs awarded on February 8, 2010.
- (7) The Time Warner Savings Plan, a qualified employee benefit plan (the "Savings Plan"). Includes shares of common stock acquired through the reinvestment of dividends paid on the common stock held by the Savings Plan.
- (8) The Reporting Person disclaims beneficial ownership of these shares, which are held by her spouse.
- (9) The Reporting Person disclaims beneficial ownership of these shares, which were purchased in her spouse's 401(k) plan.
- (10) These RSUs vest in two equal installments on the third and fourth anniversaries of their date of grant, February 7, 2011.
- (11) 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.
- (12) These RSUs vest in two equal installments on the third and fourth anniversaries of their date of grant, February 8, 2010.
- (13) 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.

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