

TIME WARNER INC.
Form 4
October 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
EINHORN JESSICA P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE TIME WARNER CENTER

(Street)

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

NEW YORK, NY 10019

(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	(A) or (D)	Price
Common Stock, Par Value \$.01	10/28/2015		M ⁽¹⁾		4,019	A	\$ 43
							24,934
Common Stock, Par Value \$.01	10/28/2015		M ⁽¹⁾		4,019	A	\$ 32.61
							28,953
Common Stock, Par Value \$.01	10/28/2015		M ⁽¹⁾		4,880	A	\$ 35.27
							33,833
Common Stock, Par Value \$.01	10/28/2015		M ⁽¹⁾		5,336	A	\$ 33.81
							39,169

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Common Stock, Par Value \$.01	10/28/2015	M ⁽¹⁾	2,996	A	\$ 56.83	42,165	D
Common Stock, Par Value \$.01	10/28/2015	S ⁽¹⁾	21,250 <u>(2)</u> <u>(3)</u>	D	\$ 75	20,915	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)

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
Director Stock Option (Right to Buy)	\$ 43	10/28/2015		M ⁽¹⁾	4,019	⁽⁴⁾ 05/18/2017	Common Stock, Par Value \$.01	4,019
Director Stock Option (Right to Buy)	\$ 32.61	10/28/2015		M ⁽¹⁾	4,019	⁽⁴⁾ 05/16/2018	Common Stock, Par Value \$.01	4,019
Director Stock Option (Right to Buy)	\$ 35.27	10/28/2015		M ⁽¹⁾	4,880	⁽⁴⁾ 05/20/2021	Common Stock, Par Value \$.01	4,880
Director Stock Option (Right to Buy)	\$ 33.81	10/28/2015		M ⁽¹⁾	5,336	⁽⁴⁾ 05/15/2022	Common Stock, Par Value \$.01	5,336

Director Stock Option (Right to Buy)	\$ 56.83	10/28/2015	M ⁽¹⁾	2,996	(4)	05/23/2023	Common Stock, Par Value \$.01	2,996
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EINHORN JESSICA P ONE TIME WARNER CENTER NEW YORK, NY 10019	X			

Signatures

By: Brenda C. Karickhoff for Jessica P. Einhorn	10/29/2015
__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 8, 2015.
- (2) This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.01. The price reported above reflects the weighted average sale price.

The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, Time Warner
- (3) Inc. or a security holder of Time Warner Inc., full information regarding the number of shares and prices at which each transaction was effected.
- (4) This option is currently exercisable.

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.