

BEWKES JEFFREY L
Form 4
March 01, 2007

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 *
BEWKES JEFFREY L

(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)
02/28/2007

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)
President & COO

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 | 02/28/2007 | | S ⁽¹⁾ | | 18,200 | D | \$ 20.41 |
| Common Stock, par value \$.01 | 02/28/2007 | | S ⁽¹⁾ | | 8,800 | D | \$ 20.42 |
| Common Stock, par value \$.01 | 02/28/2007 | | S ⁽¹⁾ | | 13,500 | D | \$ 20.43 |
| Common Stock, par | 02/28/2007 | | S ⁽¹⁾ | | 4,200 | D | \$ 20.44 |

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value \$.01

| | | | | | | | |
|-------------------------------|------------|------------------|-----|---|----------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 700 | D | \$ 20.45 | 708,400 | D |
|-------------------------------|------------|------------------|-----|---|----------|---------|---|

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 1,900 | D | \$ 20.46 | 706,500 | D |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 2,600 | D | \$ 20.47 | 703,900 | D |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 1,800 | D | \$ 20.48 | 702,100 | D |
|-------------------------------|------------|------------------|-------|---|----------|---------|---|

| | | | | | | | |
|-------------------------------|------------|------------------|-----|---|----------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 300 | D | \$ 20.49 | 701,800 | D |
|-------------------------------|------------|------------------|-----|---|----------|---------|---|

| | | | | | | | |
|-------------------------------|------------|------------------|-----|---|---------|---------|---|
| Common Stock, par value \$.01 | 02/28/2007 | S ⁽¹⁾ | 800 | D | \$ 20.5 | 701,000 | D |
|-------------------------------|------------|------------------|-----|---|---------|---------|---|

| | | | | | | | | |
|-------------------------------|--|--|--|--|--|--------|---|--------------------------------|
| Common Stock, par value \$.01 | | | | | | 94,368 | I | By Savings Plan ⁽²⁾ |
|-------------------------------|--|--|--|--|--|--------|---|--------------------------------|

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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 14.52 | 02/28/2007 | | M ⁽¹⁾ | 300,000 | ⁽³⁾ | 03/18/2007 | Common Stock, par value \$.01 | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEWKES JEFFREY L ONE TIME WARNER CENTER NEW YORK, NY 10019-8016 | X | | President & COO | |

Signatures

By: Brenda C. Karickhoff For: Jeffrey L. Bewkes 03/01/2007

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 21, 2006.
- (2) The Time Warner Savings Plan, a qualified employee benefit plan.
- (3) This option is currently exercisable.

Remarks:

See Exhibit 24 - Power of Attorney

Note that two Form 4s are being filed to cover the Reporting Person's transactions on February 28, 2007.

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.