

BYRNE PATRICK MICHAEL
Form 4
May 24, 2010

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 *
BYRNE PATRICK MICHAEL

(Last) (First) (Middle)
6350 SOUTH 3000 EAST
(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OVERSTOCK.COM, INC [OSTK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2010

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)
Chairman and CEO

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 | 05/20/2010 | | S | | 10,000 | D | \$ 20.91 | 5,582,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | | S | | 100 | D | \$ 22.84 | 5,582,027 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | | S | | 1,400 | D | \$ 22.8 | 5,580,627 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | | S | | 1,900 | D | \$ 22.82 | 5,578,727 | I | High Plains Investments |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------------------|
| Common Stock | 05/21/2010 | S | 2,000 | D | \$ 22.83 | 5,576,727 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 4,600 | D | \$ 22.5 | 5,572,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 4,615 | D | \$ 21 | 5,567,512 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 5,385 | D | \$ 21.48 | 5,562,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 22.85 | 5,552,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 22.6 | 5,542,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 22.88 | 5,532,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 22.9 | 5,522,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 22.05 | 5,512,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 21.25 | 5,502,127 | I | High Plains Investments LLC |
| Common Stock | 05/21/2010 | S | 10,000 | D | \$ 20.95 | 5,492,127 | I | High Plains Investments LLC |
| Common Stock | 05/24/2010 | S | 10,000 | D | \$ 22.78 | 5,482,127 | I | High Plains Investments LLC |
| Common Stock | 05/24/2010 | S | 10,000 | D | \$ 22.72 | 5,472,127 | I | High Plains Investments LLC |
| Common Stock | 05/24/2010 | S | 9,600 | D | \$ 22.59 | 5,462,527 | I | High Plains Investments LLC |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------------------|
| Common Stock | 05/24/2010 | S | 400 | D | \$ 22.95 | 5,462,127 | I | High Plains Investments LLC |
| Common Stock | 05/24/2010 | S | 10,000 | D | \$ 23.1 | 5,452,127 | I | High Plains Investments LLC |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BYRNE PATRICK MICHAEL 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121 | X | X | Chairman and CEO | |

Signatures

/s/ Mark Harden
(attorney-in-fact) 05/24/2010

**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).

Remarks:

This sale of 140,000 shares reduces Patrick Byrne's indirect ownership through High Plains Investments LLC by .6% of total C

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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