

TIME WARNER INC.
Form 4
February 17, 2017

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 *
Horne Douglas Edward

(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)
02/15/2017

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)
SVP and Controller

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)
				(A) or (D)	Price		
Common Stock, Par Value \$.01	02/15/2017		M ⁽¹⁾	3,411	A \$ 0 ⁽²⁾	16,282	D
Common Stock, Par Value \$.01	02/15/2017		F ⁽³⁾	1,385	D \$ 96.32	14,897	D
Common Stock, Par Value \$.01	02/15/2017		M ⁽¹⁾	1,398	A \$ 0 ⁽²⁾	16,295	D
Common Stock, Par	02/15/2017		F ⁽³⁾	720	D \$ 96.32	15,575	D

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Value \$.01								
Common Stock, Par Value \$.01	02/15/2017		M ⁽¹⁾	2,385	A	\$ 0 ⁽²⁾	17,960	D
Common Stock, Par Value \$.01	02/15/2017		F ⁽³⁾	1,229	D	\$ 96.32	16,731	D
Common Stock, Par Value \$.01	02/15/2017		M ⁽¹⁾	2,208	A	\$ 0 ⁽²⁾	18,939	D
Common Stock, Par Value \$.01	02/15/2017		F ⁽³⁾	1,138	D	\$ 96.32	17,801	D

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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	02/15/2017		M	3,411	<u>(4)</u>	<u>(4)</u>	Common Stock, Par Value \$.01	3,411
Restricted Stock Units	<u>(2)</u>	02/15/2017		M	1,398	<u>(5)</u>	<u>(5)</u>	Common Stock, Par Value \$.01	1,398
Restricted Stock Units	<u>(2)</u>	02/15/2017		M	2,385	<u>(6)</u>	<u>(6)</u>	Common Stock, Par Value \$.01	2,385

Restricted Stock Units	(2)	02/15/2017	M	2,208	(7)	(7)	Common Stock, Par Value \$.01	2,208	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Horne Douglas Edward ONE TIME WARNER CENTER NEW YORK, NY 10019			SVP and Controller	

Signatures

Brenda C. Karickhoff for Douglas E.
Horne

02/17/2017

__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, 2013, February 15, 2014, February 15, 2015 and February 15, 2016.
 - (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, 2013.
 - (5) These restricted stock units vest in four equal installments on the first four anniversaries of the date of grant, February 15, 2014.
 - (6) These restricted stock units vest in four equal installments on the first four anniversaries of the date of grant, February 15, 2015.
 - (7) These restricted stock units vest in four equal installments on the first four anniversaries of their date of grant, February 15, 2016.
 - (8) These restricted stock units include (i) restricted stock units that vest in four equal installments on the first four anniversaries of the following dates of grant: February 15, 2014, February 15, 2015 and February 15, 2016; (ii) restricted stock units that are scheduled to vest in four equal installments on each anniversary of February 15, 2017; and (iii) restricted stock units that are scheduled to vest in four equal installments on each anniversary of February 15, 2018.

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.