

ABRAHAM ALLISON H

Form 4

April 20, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ABRAHAM ALLISON H

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

511 NALLS DAIRY CT

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2007

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

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

GREAT FALLS, VA 22066

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 04/17/2007                              |                                                             | M                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>15,000                             | Price<br>\$<br>11.9028                                                                                             | 17,500                                                                  | 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  
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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)**

## Edgar Filing: ABRAHAM ALLISON H - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>options                                    | \$ 11.9028                                                         | 04/17/2007                              |                                                             | M                                    | 15,000                                                                                                       | 04/23/2003 <sup>(2)</sup> 04/22/2007                           | Common<br>stock 15,000                                              |
| Stock<br>options                                    | \$ 18.58                                                           |                                         |                                                             |                                      |                                                                                                              | 01/23/2005 <sup>(2)</sup> 01/22/2009                           | Common<br>stock 10,000                                              |
| Stock<br>options                                    | \$ 31.13                                                           |                                         |                                                             |                                      |                                                                                                              | 05/21/2005 <sup>(2)</sup> 05/20/2009                           | Common<br>stock 50,000                                              |
| Stock<br>options                                    | \$ 35.27                                                           |                                         |                                                             |                                      |                                                                                                              | 04/26/2006 <sup>(2)</sup> 04/25/2010                           | Common<br>stock 5,000                                               |
| Stock<br>options                                    | \$ 27.4                                                            |                                         |                                                             |                                      |                                                                                                              | 04/25/2007 <sup>(2)</sup> 04/25/2011                           | Common<br>stock 5,000                                               |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| ABRAHAM ALLISON H<br>511 NALLS DAIRY CT<br>GREAT FALLS, VA 22066 |               | X         |         |       |

## Signatures

/s/ Allison H.  
Abraham

04/13/2007

\*\*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).

This transaction represents stock options exercise and held by the reporting person. Therefore, there is no change in the overall diluted

(1) shares owned by the reporting person as these shares were previously reported as Table II derivative securities and are now reported as directly-owned Table I non-derivative securities.

(2) Stock options vest as to 28% on first anniversary from date of grant and 2% each month thereafter.

(3) Not applicable.

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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