

SCHULTZ HOWARD D
 Form 4
 November 16, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHULTZ HOWARD D

2. Issuer Name and Ticker or Trading Symbol
 STARBUCKS CORP [SBUX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2401 UTAH AVENUE SOUTH,
 SUITE 800

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2017

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

(Street)
 SEATTLE, WA 98134

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/14/2017 | | A | V Amount (1) 83,553 | \$ 0 | D | |
| Common Stock | 11/15/2017 | | M | A 290,176 | \$ 11.435 | D | |
| Common Stock | 11/15/2017 | | S | D 290,176 | \$ 57.0289 (2) | D | |
| Common Stock | | | | | 2,000,000 | I | by GRAT |
| Common Stock | | | | | 2,000,000 | I | by spouse |

| | | | |
|--------------|-----------|---|---------------------|
| Common Stock | 550,181 | I | by Family Owned LLC |
| Common Stock | 1,060,000 | I | by GRAT |
| Common Stock | 1,060,000 | I | by spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified Stock Option (Right to Buy) | \$ 11.435 | 11/15/2017 | | M | 290,176 | (3) 11/19/2017 | Common Stock 290 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULTZ HOWARD D 2401 UTAH AVENUE SOUTH, SUITE 800 SEATTLE, WA 98134 | X | | executive chairman | |

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Howard Schultz 11/16/2017

**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) Restricted Stock Units ("RSUs") earned on the achievement of performance goals under performance-based RSUs granted on November 16, 2015. The RSUs are scheduled to vest, subject to continued employment, as follows; 41,777 shares on November 16, 2017 and 41,776 shares on November 16, 2018.

(2) This transaction was executed in multiple trades at prices ranging from \$57.025 to \$57.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The option, representing the right to buy a total of 1,374,226 shares, became exercisable in an increment of 343,558 shares on November 19, 2008, and increments of 343,556 shares each on November 19, 2009, November 19, 2010 and November 19, 2011. The exercise price and number of shares subject to the option were adjusted in accordance with the terms of the stock option plan to reflect the 2-for-1 stock split that occurred on April 9, 2015.

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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