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CLARK RC	DBERT C									
Form 4										
May 03, 201	ЛЛ							OMB AF	PROVAL	
	UNITED	STATES SEC	CURITIES A Washington			GE CC	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	ger STATEN 16.	1ENT OF CH	IANGES IN SECUI	CIAL	ERSHIP OF	Expires: Estimated a burden hou response	0			
Form 5 obligation may com <i>See</i> Instruction 1(b).	5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, tions Section 17(a) of the Public Utility Holding Company Act of 1935 or Section									
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> CLARK ROBERT C			ssuer Name and bol 1E WARNEI		-		5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I		3. Date of Earliest Transaction				(Check	(Check all applicable)		
ONE TIME WARNER CENTER			(Month/Day/Year) 05/01/2011				_X_Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)		Amendment, D l(Month/Day/Yea	-		A	. Individual or Joi applicable Line) X_ Form filed by O			
NEW YOR	K, NY 10019-80	16				-	Form filed by More reason			
(City)	(State)	(Zip)	Table I - Non-l	Derivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			 A) 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			Code V	Amount	(D)	Price	(Instr. 5 and 4)			
Stock, Par Value \$.01	05/01/2011		M <u>(1)</u>	4,665.27	А	\$ 0 <u>(2)</u>	13,670.27	D		
Common Stock, Par Value \$.01	05/01/2011		S <u>(3)</u>	1.27	D	\$ 37.85	13,669	D		

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

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 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock Units	(2)	05/01/2011		М	4.	,665.27	05/01/2011	05/01/2011	Common Stock, Par Value \$.01	4,665

Reporting Owners

Reporting Owner Name / Address		Relationsh		
1	Director	10% Owner	Officer	Other
CLARK ROBERT C ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	Х			
Signatures				
By: Brenda C. Karickhoff for Rob Clark	05/0	3/2011		
**Signature of Reporting Person		Ε	Date	
Explanation of Dear				

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 common stock was acquired as a result of the vesting of restricted stock units awarded on May 18, 2007, May 16, 2008, May 29, 2009 and May 22, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests.
- (3) This transaction is exempt under Rule 16b-3 of the Securities Exchange Act of 1934.

These awards of restricted stock units vest in annual installments of 25% beginning on May 1, 2009 through May 1, 2012 for restricted
(4) stock units granted on May 16, 2008, and May 1, 2010 through May 1, 2013 for restricted stock units granted on May 29, 2009. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

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.