Edgar Filing: TIME WARNER INC. - Form 4

| TIME WARN Form 4 May 18, 2012 | | | | | | | | | | | | | |
|---|---|--|------------|--|-------------------------------|--|---|-------------------------------|--|---|--|--|-----------|
| FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Filed pursuant to Section 16(a) of the form 10 of the Filed pursuant to Section 16(a) of the Filed pursuant | | | | | n, D. NBE RIT the So | C. 20 NEF IES ecurit | 1CIAI ties Ex | L OV achar |)F 4, | OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 Estimated average burden hours per response 0.5 | | | |
| Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 1(b). | | | | | | | | | | | | | |
| (Print or Type Re 1. Name and Ad | esponses) dress of Reporting | Person <u>*</u> | 2. Issue | er Name a n | 1d Tic | ker or | Trading | g | 5. Relationshij | p of F | Reporting Per | rson(s) to | |
| BARR WILL | Middle) | 2. Issuer Name and Ticker or Trading Symbol TIME WARNER INC. [TWX] | | | | | | Issuer (Check all applicable) | | | | | |
| (Last) ONE TIME V | 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012 | | | | | X_ Director 10% Owner Officer (give titleOther (specify below)below) | | | | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| NEW YORK | , NY 10019 | | | | | | | | Person | - , | | 8 | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | -Deriv | vative | Securit | ties A | cquired, Dispose | d of, | or Beneficia | lly Owne | d |
| | . Transaction Date Month/Day/Year) | 2A. Deeme Execution I any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) Code V | onAcc Dis (Ins | posed str. 3, 4 | (A) or of (D) 4 and 5) (A) or | Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Fo (D (I) | Ownership rm: Direct) or Indirect (str. 4) | 7. Nature Indirect Benefici Ownersh (Instr. 4) | al 11p |
| Reminder: Repor | rt on a separate line | e for each cla | ass of sec | urities bene | F i r | Perso nforn requir | ns whe nation red to r iys a c | o res conta respo | r indirectly. pond to the col ained in this for and unless the f atly valid OMB o | rm a form | re not | SEC 1474 (9-02) | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount c |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|-----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | | |

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| | Derivative Security | | | | (A) or Disposed (D) (Instr. 3, and 5) | | | | | |
|--|------------------------|------------|------|---|---|-----|-----------------------|--------------------|--|---------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 35.27 | 05/16/2012 | А | | 5,115 | | 05/16/2013 <u>(1)</u> | 05/15/2022 | Common Stock, Par Value \$.01 | 5,115 |
| Restricted Stock Units | (2) | 05/16/2012 | A | | 2,410 | | <u>(3)</u> | <u>(3)</u> | Common Stock, Par Value \$.01 | 2,410 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BARR WILLIAM P ONE TIME WARNER CENTER NEW YORK, NY 10019 | Х | | | | | | | |
| Signatures | | | | | | | | |
| By: Brenda C. Karickhoff for Will P. Barr | iam | 05/1 | 8/2012 | | | | | |
| **Signature of Reporting Person | | Ι | 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) This option vests in full on the first anniversary of the date of grant.
- (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 award of restricted stock units vests in full on May 1, 2013. 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.