

TIME WARNER INC.
Form 3
January 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Averill Howard M | | (Month/Day/Year) | TIME WARNER INC. [TWX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE TIME WARNER CENTER | | | | |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10019 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP & Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, Par Value \$.01 | 3,530 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|--|--------|----------|-------------------|---|
| Employee Stock Option (Right to Buy) | 02/08/2014 | 02/07/2020 | Common Stock, Par Value \$.01 | 7,590 | \$ 26.92 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 02/06/2021 | Common Stock, Par Value \$.01 | 33,000 | \$ 36.11 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/14/2022 | Common Stock, Par Value \$.01 | 30,000 | \$ 37.48 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock, Par Value \$.01 | 42,726 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Averill Howard M ONE TIME WARNER CENTER NEW YORK, NY 10019 | Â | Â | Â EVP & Chief Financial Officer | Â |

Signatures

By: Brenda C. Karickhoff for Howard M. Averill
Date: 01/08/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 7, 2011.
- (2) This option becomes exercisable in increments of 25% on the first four anniversaries of the date of grant, February 15, 2012.
- (3) These restricted stock units vest in two equal installments on the third and fourth anniversaries of the date of grant, February 8, 2010, February 7, 2011 and February 15, 2012. Shares of Common Stock will be issued to the reporting person upon vesting of the restricted stock units.
- (4) Each restricted stock unit represents the contingent right to receive one share of Common Stock.

Â

Remarks:

See Exhibit 99-Confirmation of Authority to Prepare, Sign and File Section 16 Reports and Related

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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