

APPLE INC
Form 4
May 30, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maestri Luca

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

APPLE INC [AAPL]

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

05/29/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	05/29/2014	A		4,093		<u>(2)</u>	<u>(2)</u>	Common Stock	4,093
Restricted Stock Unit	<u>(1)</u>	05/29/2014	A		1,137		<u>(3)</u>	<u>(3)</u>	Common Stock	1,137
Restricted Stock Unit	<u>(1)</u>	05/29/2014	A		1,107		<u>(4)</u>	<u>(4)</u>	Common Stock	1,107

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maestri Luca 1 INFINITE LOOP CUPERTINO, CA 95014	Senior Vice President, CFO

Signatures

/s/ Gene Levoff, Attorney-in-fact for Luca
Maestri

05/30/2014

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

(2) These restricted stock units are scheduled to vest in equal installments on each of May 29, 2016, May 29, 2017, and May 29, 2018.

Vesting of these restricted stock units depends on Apple Inc.'s relative total shareholder return from May 29, 2014 through September 26, 2015. Between 0% and 200% of the reported number of units may vest on October 1, 2015, with the percentage determined based on actual performance.

Vesting of these restricted stock units depends on Apple Inc.'s relative total shareholder return from May 29, 2014 through September 24, 2016. Between 0% and 200% of the reported number of units may vest on October 1, 2016, with the percentage determined based on actual performance.

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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