

BYRNE PATRICK MICHAEL

Form 4/A

December 09, 2005

**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 \*  
BYRNE PATRICK MICHAEL

(Last) (First) (Middle)

6350 SOUTH 3000 EAST

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

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

OVERSTOCK COM INC [OSTK]

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

10/05/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
10/06/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common stock					1,025,772 <sup>(1)</sup> (4)	D	
Common stock					0 <sup>(1)</sup> (4)	I	Held by High Meadows Finance, L.C.
Common stock					4,942,591 <sup>(1)</sup> (4)	I <sup>(2)</sup>	Held by High Plains Investments, L.L.C.
Common stock					649,536	I <sup>(2)</sup>	Held by C-Liquidating

Trust <sup>(3)</sup>

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 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE PATRICK MICHAEL 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	X	X	President	

## Signatures

/s/ Jonathan E. Johnson III  
(attorney-in-fact) 12/09/2005

\*\*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) On October 4, 2005, High Meadows Finance, L.C. distributed 201,693 shares of the issuer pro rata to its owners, including High Plains Investments, L.L.C. The reporting person had previously reported indirect beneficial ownership of all such 201,693 shares. The pro rata distribution of the shares effected only a change in the reporting person's form of beneficial ownership, and did not increase or decrease the reporting person's pecuniary interest in the shares or transfer a pecuniary interest in the shares to another person. On October 6, 2005, the reporting person voluntarily filed a report to note the 201,693 share decrease in his indirect beneficial ownership and to report a 66,559 share increase in his direct beneficial ownership resulting from the pro rata distribution.

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- The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary ownership therein, and this
- (2) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
  - (3) C-Liquidating Trust is a wholly owned subsidiary of High Plains Investments LLC. The reporting person is the managing director of High Plains Investments LLC.
  - (4) The reporting person is filing this amendment because the 66,559 shares were actually distributed to High Plains Investments L.L.C. and thus the reporting person has an indirect, rather than a direct pecuniary interest in these shares.

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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