

Atkinson Geoffrey  
Form 3  
May 19, 2010

**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 <b>and</b> Ticker or Trading Symbol	
Â Atkinson Geoffrey		(Month/Day/Year)	OVERSTOCK.COM, INC [OSTK]	
(Last)	(First)	(Middle)	05/11/2010	
6350 SOUTH 3000 EAST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SALT LAKE CITY, Â UT Â 84121			<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
			SVP, CRM & Demand Management	

**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	4,589	D	Â
Common Stock	2,047	I	Based on 5/15/10 401 (k) Plan Statement

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	01/14/2018	Common Stock	3,750	\$ 0.0001	D	Â
Restricted Stock Units	Â (2)	01/13/2019	Common Stock	7,500	\$ 0.0001	D	Â
Restricted Stock Units	Â (3)	02/02/2020	Common Stock	15,000	\$ 0.0001	D	Â
Incentive Stock Option Granted 4/25/2006	Â (4)	04/25/2011	Common Stock	3,000	\$ 27.4	D	Â
Incentive Stock Option Granted 08/16/2007	Â (4)	08/15/2017	Common Stock	2,000	\$ 20	D	Â
Incentive Stock Option Granted 02/07/2007	Â (4)	02/06/2017	Common Stock	6,000	\$ 17.08	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atkinson Geoffrey 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	Â	Â	Â SVP, CRM & Demand Management	Â

## Signatures

/s/ Mark Harden,  
attorney-in-fact

05/19/2010

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as to 25% at the close of business on January 14, 2009, and additional 25% at the close of business on January 14, 2010 and the remaining 50% at the close of business on January 14, 2011. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

(2) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as to 25% at the close of business on January 13, 2010, and additional 25% at the close of business on January 13, 2011 and the remaining 50% at the close of business on January 13, 2012. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

(3) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as to 25% at the close of business on February 1, 2011, and additional 25% at the close of business on February 1, 2012 and the remaining 50% at the close of business on February 1, 2013. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

(4) Options were granted February 7, 2007 and vest as to 28% on first anniversary of date of grant and 2% each month thereafter

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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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