

BYRNE PATRICK MICHAEL
Form 4/A
February 15, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNE PATRICK MICHAEL

(Last) (First) (Middle)

6322 SOUTH 3000 EAST, SUITE 100

(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)

02/03/2005

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

02/04/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common stock | 02/03/2005 | | P | 1,300 (1) A \$ 48.4985 | 5,831,932 | I (1) | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | | P | 1,600 (1) A \$ 48.4994 | 5,833,532 | I (1) | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | | P | 4,000 (1) A \$ 48.5263 | 5,837,532 | I (1) | Held by High Plains Investment LLC |

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| | | | | | | | | |
|--------------|------------|---|------------------|---|------------|-----------|--------------|------------------------------------|
| Common stock | 02/03/2005 | P | 900 <u>(1)</u> | A | \$ 48.53 | 5,838,432 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 700 <u>(1)</u> | A | \$ 48.58 | 5,839,132 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 2,000 <u>(1)</u> | A | \$ 48.595 | 5,841,132 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 2,600 <u>(1)</u> | A | \$ 48.6 | 5,843,732 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 2,000 <u>(1)</u> | A | \$ 48.685 | 5,845,732 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 900 <u>(1)</u> | A | \$ 48.74 | 5,846,632 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 2,000 <u>(1)</u> | A | \$ 48.7431 | 5,848,632 | I <u>(1)</u> | Held by High Plains Investment LLC |
| Common stock | 02/03/2005 | P | 2,000 <u>(1)</u> | A | \$ 48.75 | 5,850,632 | I <u>(1)</u> | Held by High Plains Investment LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
 Trans
 (Instr

| 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 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121 | X | X | President | |

Signatures

| | |
|---|------------|
| /s/ Jonathan E. Johnson III (attorney-in-fact) | 02/11/2005 |
| **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) The shares were purchased on February 3, 2005, and were reported in a Form 4 filed February 4, 2005 as held directly by the reporting person. The shares were actually purchased by High Plains Investments LLC and are reported herein as indirectly owned. The reporting person disclaims beneficial ownership of the shares held by High Plains Investments LLC except to the extent of his pecuniary ownership therein.

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.