APPLE INC
Reported by
WILLIAMS JEFFREY E

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/03/11 for the Period Ending 01/31/11

Address
ONE INFINITE LOOP
CUPERTINO, CA 95014

Telephone (408) 996-1010
CIK 0000320193
Symbol AAPL
SIC Code 3571 - Electronic Computers
Industry Computer Hardware
Sector Technology
Fiscal Year 09/30
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *

WILLIAMS JEFFREY E

1 INFINITE LOOP

CUPERTINO, CA 95014

2. Issuer Name and Ticker or Trading Symbol

APPLE INC [ AAPL ]

3. Date of Earliest Transaction (MM/DD/YYYY)

1/31/2011

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ Director

_____ 10% Owner

_ X _ Officer (give title below)

____ _ Other (specify below)

Senior Vice President

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

6. Individual or Joint/Group Filing (Check Applicable Line)

_ X _ Form filed by One Reporting Person

_ X _ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (ESPP) (1)</td>
<td>1/31/2011</td>
<td>A</td>
<td>V</td>
<td>95</td>
<td>$222,5725</td>
<td>62183</td>
</tr>
<tr>
<td>Common Stock (3)</td>
<td>2/1/2011</td>
<td>M</td>
<td>2000</td>
<td>A</td>
<td>$46.57</td>
<td>64183</td>
</tr>
<tr>
<td>Common Stock (3)</td>
<td>2/1/2011</td>
<td>S</td>
<td>2000</td>
<td>D</td>
<td>$342,0488</td>
<td>62183</td>
</tr>
<tr>
<td>Common Stock (3)</td>
<td>2/1/2011</td>
<td>S</td>
<td>1700</td>
<td>D</td>
<td>$342,7250</td>
<td>60483</td>
</tr>
<tr>
<td>Common Stock (3)</td>
<td>2/1/2011</td>
<td>S</td>
<td>6145</td>
<td>D</td>
<td>$344,1603</td>
<td>54338</td>
</tr>
<tr>
<td>Common Stock (3)</td>
<td>2/1/2011</td>
<td>S</td>
<td>14655</td>
<td>D</td>
<td>$345,10</td>
<td>39683</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (3)</td>
<td>$46.57</td>
<td>2/1/2011</td>
<td>M</td>
<td>2000</td>
<td>8/30/2012</td>
<td>Common Stock</td>
<td>2000</td>
<td>$0</td>
<td>38000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Apple Inc. Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of August 2, 2010 through January 31, 2011. This transaction is also exempt under Rule 16b-3(c).

(2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on August 2, 2010.

(3) These transactions were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.
This transaction was executed in multiple trades at prices ranging from $341.49 to $342.46; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from $342.495 to $343.40; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from $343.60 to $344.56; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades at prices ranging from $344.64 to $345.53; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

This option was granted on August 30, 2005 and vested in 16 quarterly installments over the four-year period after the date on grant.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WILLIAMS JEFFREY E</td>
<td>Director</td>
</tr>
<tr>
<td>1 INFINITE LOOP</td>
<td>10% Owner</td>
</tr>
<tr>
<td>CUPERTINO, CA 95014</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Senior Vice President</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Gene Levoff, Attorney-in-fact for Jeffrey E. Williams 2/2/2011

**Signature of Reporting Person Date**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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.