APPLE INC
Reported by
AHRENDTS ANGELA J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/03/16 for the Period Ending 05/01/16

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 09/24
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person -
AHRENDTS ANGELA J
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)
5/1/2016

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</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</td>
<td>5/1/2016</td>
<td>M</td>
<td>153235</td>
<td>A</td>
<td>248277</td>
<td>D</td>
<td></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 Derivative 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. 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>Restricted Stock Unit</td>
<td>(1)</td>
<td>5/1/2016</td>
<td>M</td>
<td>78111</td>
<td>(7) (7)</td>
<td>Common Stock</td>
<td>78111</td>
<td>(1)</td>
<td>78110</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>5/1/2016</td>
<td>M</td>
<td>75124</td>
<td>(4)(5)(16) (17) (21)</td>
<td>Common Stock</td>
<td>75124</td>
<td>(1)</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.
2. Shares withheld by Registrant to satisfy the minimum statutory tax withholding requirements on vesting of restricted stock units. No shares were sold.
3. This award was granted on May 1, 2014. One-third of the restricted stock units subject to the award vested on each of May 1, 2015 and May 1, 2016, and one-third of the restricted stock units are scheduled to vest on May 1, 2017, assuming continued employment through the applicable vesting date.
4. This award was granted on May 1, 2014, for a "target number" of 40,173 restricted stock units (adjusted for Apple's 7:1 stock split in June 2014). Between 0% and 200% of the target number of units would vest on May 1, 2016, with the vesting percentage determined based on Apple's total shareholder return (TSR) relative to the other companies in the S&P 500 from May 1, 2014 through April 30, 2016.
5. TSR is calculated based on the change in a company's stock price during the two-year period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock. In accordance with the terms of the award, the beginning value used for calculating TSR is the average closing stock price for the 20 trading days prior to May 1, 2014. Apple's beginning value was calculated to be $77.29 (adjusted for dividends and Apple's 7:1 stock split in June 2014). Similarly, the ending value used for calculating TSR is the average closing price for the 20 trading days ending on April 30, 2016. Apple's ending value was calculated to be $110.60 (adjusted for dividends).
6. This award provided that if Apple's relative TSR performance is ranked at or above the 85th percentile for companies in the S&P 500 for the performance period, 200% of the target number of RSUs vest. If Apple's performance is ranked at or above the 55th percentile, 100% of the target number of RSUs vest. If Apple's performance is ranked at or above the 25th percentile, 25% of the target number of RSUs vest, and if Apple's performance is ranked below the 25th percentile, 0% of the target number of RSUs vest. If Apple's performance is at or above the 25th percentile and below the levels described above, the portion of the RSUs that vest is determined on a straight-line basis (i.e., linearly interpolated) between the two nearest vesting percentages.
7. Apple's TSR for the two-year period ranked in the 81st percentile of companies that were included in the S&P 500 for the period, and 75,124 RSUs subject to performance requirements vested.
### Reporting Owners

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

**Signatures**


**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.