APPLE INC
Reported by
FEDERIGHI CRAIG

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/03/17 for the Period Ending 10/01/17

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
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

FEDERIGHI CRAIG

(Last)  (First)  (Middle)

1 INFINITE LOOP

(State)  (Zip)

CUPERTINO, CA 95014

(City)

Instruction 1(b).

2. Issuer Name and Ticker or Trading Symbol

APPLE INC [ AAPL ]

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

10/1/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  Officer  Other

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>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>10/1/2017</td>
<td>M</td>
<td>125494</td>
<td>A</td>
<td>(I)</td>
<td>(I)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/1/2017</td>
<td>F</td>
<td>62929</td>
<td>D</td>
<td>$154.12</td>
<td>422553</td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(I)</td>
<td>10/1/2017</td>
<td>125494</td>
<td>(I) (II)</td>
<td>(I)</td>
<td>(I)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
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</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.

(2) Shares withheld by Apple to satisfy tax withholding requirements on vesting of RSUs. No shares were sold.

(3) This award was granted on October 17, 2014, for a target number of 68,576 RSUs. The award vested on October 1, 2017, applying a percentage of the target number of RSUs that was determined based on Apple's total shareholder return (TSR) relative to the other companies in the S&P 500 from September 28, 2014 through September 30, 2017.

(4) TSR is calculated based on the change in a company's stock price during the three-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 September 28, 2014. Apple's beginning value was calculated to be $100.66. Similarly, the ending value used for calculating TSR is the average closing price for the 20 trading days ending on September 30, 2017. Apple's ending value was calculated to be $166.62 (adjusted for dividends).

(5) This award provided that if Apple's relative TSR performance is ranked at 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 the 55th percentile, 100% of the target number of RSUs vest. If Apple's performance is ranked at 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 between these levels, the portion of the RSUs that vest is determined on a straight-line basis (i.e., linearly interpolated) between the two nearest vesting percentages.

(6) Apple's TSR for the three-year period was 65.53%, which ranked 92nd of the 451 companies that were included in the S&P 500 for the period and placed Apple in the 80th percentile. Therefore, 125,494 RSUs vested.
Signatures

/s/ Sam Whittington, Attorney-in-Fact for Craig Federighi  

Date 10/3/2017

**Signature of Reporting Person**

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.

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