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APPLE INC

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 01/17/97

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Telephone	(408) 996-1010
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Sector	Technology
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FILED PURSUANT TO RULE 424(B)(3)
REGISTRATION STATEMENT NO. 333-10961

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED OCTOBER 29, 1996)

$568,575,000

APPLE COMPUTER, INC.

6% CONVERTIBLE SUBORDINATED NOTES DUE
JUNE 1, 2001

This Prospectus Supplement supplements information contained in that certain Prospectus dated October 29, 1996 (the "Prospectus") relating to the potential sale from time to time of up to $568,575,000 aggregate amount of Registrable Notes and the Common Stock issuable upon conversion thereof by the Selling Holders. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto. Capitalized terms used herein but not defined have the meanings assigned to such terms in the Prospectus.

The following table supplements the information set forth in the Prospectus under the caption "Selling Holders" with respect to the Selling Holders and the respective principal amounts of Registrable Notes beneficially owned by such Selling Holder that may be offered pursuant to the Prospectus, as amended or supplemented:

Salomon Brothers Inc.	23,175,000	793,528	793,528
Reliant Trading	21,165,000	724,704	724,704
Bankers Trust International plc	14,960,000	538,541	512,241
Toronto Dominion (New York), Inc.	8,000,000	273,925	273,925
JMG Convertible Investment L.P.	5,000,000	171,203	171,203
Triton Capital Holdings	2,250,000	77,041	77,041
Bear Stearns & Co. Inc.	1,815,000	62,146	62,146
Deutsche Morgan Grenfell Inc.*	1,570,000	85,369	53,757
TQA Vantage Fund Ltd.	1,000,000	34,240	34,240
Security Insurance Company of Hartford	750,000	25,680	25,680
Guaranty National Insurance Company	250,000	8,560	8,560
TQA Arbitrage Fund L.P.	250,000	8,560	8,560
LDG Limited	250,000	8,560	8,560
TQA Leverage Fund L.P.	250,000	8,560	8,560
Lehman Brothers Inc.	166,000	231,172	5,683
MFS Convertible Securities Fund	10,000	342	342

* Deutsche Morgan Grenfell Inc. is currently, and from time to time, performs investment banking services for the Company for which it receives customary fees.

The line items "Merrill Lynch, Pierce, Fenner & Smith Incorporated ... 19,575,000, 670,261, 670,261", "BT Securities Corp. ... 5,875,000, 201,164, 201,164" and "Forest Fulcrum Fund, L.P. ... 3,000,000, 102,722, 102,722" contained in the table set forth in the Prospectus under the caption "Selling Holders" shall be deleted in their entirety and replaced with the following:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	8,610,000*	633,291**	294,812
BT Securities Corp.	6,480,000	279,228	221,879
Forest Fulcrum Fund, L.P.	3,850,000	131,826	131,826

* As of January 10, 1997.

**** As of January 9, 1997.**

Unless otherwise noted, all information provided in this Prospectus Supplement is as of January 13, 1997.

THE DATE OF THIS PROSPECTUS SUPPLEMENT IS JANUARY 17, 1997.

End of Filing

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