

APPLE INC
Reported by
COOK TIMOTHY D

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/28/17 for the Period Ending 08/24/17

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

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

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
COOK TIMOTHY D		APPLE INC [AAPL]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
1 INFINITE LOOP		8/24/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CUPERTINO, CA 95014				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	8/24/2017		M		560000 (1)(2)(3)	A	(4)	1461474	D (5)	
Common Stock (6)	8/24/2017		F		291377	D	\$159.27	1170097	D (5)	
Common Stock	8/25/2017		S		125321 (7)	D	\$159.96 (8)	1044776	D (5)	
Common Stock	8/25/2017		S		9406 (7)	D	\$160.45 (9)	1035370	D (5)	
Common Stock	8/28/2017		S		23304 (7)	D	\$160.51 (10)	1012066	D (5)	
Common Stock	8/28/2017		S		110592 (7)	D	\$161.43 (11)	901474	D (5)	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(4)	8/24/2017		M		560000	(12)	(12)		Common Stock	560000.0	(4)	2940000	D	

Explanation of Responses:

- The number of restricted stock units (RSUs) includes 280,000 time-based RSUs and 280,000 performance-based RSUs.
- The number of performance-based RSUs that vested was determined based on Apple's total shareholder return (TSR), relative to the other companies in the S&P 500 over a three-year period from August 25, 2014 through August 24, 2017. 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 August 25, 2014. Apple's beginning value was calculated to be \$97.74 (adjusted for dividends). Similarly, the ending value used for calculating TSR is the average closing price for the 20 trading days ending on August 24, 2017. Apple's ending value was calculated to be \$166.72 (adjusted for dividends).
- Mr. Cook's award provides that if Apple's relative TSR performance is within the top third of the companies that remain in the S&P 500 for the entire performance period, the 280,000 performance-based RSUs vest in full. If Apple's performance is in the middle third, the RSUs will be reduced by 50%, and if Apple's performance is in the bottom third, the RSUs will be reduced to zero. Apple needed to achieve a TSR of at least 52.31% to outperform the middle third of the companies in the S&P 500 for the performance period, and at least 16.99% to outperform the bottom third of the companies. Apple's TSR for the three-year period was 70.57%, which ranked 80th of the 420 companies that were included in the S&P 500 for the entire period and placed Apple in the 81st percentile. Therefore, all 280,000 of the RSUs subject to performance requirements vested.
- Each 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.
- These shares are held through Mr. Cook's trust.
- 291,377 shares (52% of the total number of shares released) were withheld by Apple to satisfy the minimum statutory tax withholding requirements on

vesting of RSUs.

- (7) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted on May 5, 2017.
- (8) This transaction was executed in multiple trades at prices ranging from \$159.40 to \$160.39; 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, Apple, or a security holder of Apple.
- (9) This transaction was executed in multiple trades at prices ranging from \$160.40 to \$160.53; 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, Apple, or a security holder of Apple.
- (10) This transaction was executed in multiple trades at prices ranging from \$160.035 to \$161.03; 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, Apple, or a security holder of Apple.
- (11) This transaction was executed in multiple trades at prices ranging from \$161.035 to \$161.99; 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, Apple, or a security holder of Apple.
- (12) The remaining 2,940,000 restricted stock units in this award are scheduled to vest as follows: 700,000 restricted stock units vest on August 24, 2021; the balance of 2,240,000 restricted stock units vests in four equal annual installments commencing August 24, 2018, assuming continued employment through the applicable vesting date and, with respect to a portion of each annual installment, satisfaction of the applicable performance requirements.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK TIMOTHY D 1 INFINITE LOOP CUPERTINO, CA 95014	X		Chief Executive Officer	

Signatures

/s/ Sam Whittington, Attorney-in-Fact for Timothy D. Cook

8/28/2017

**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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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