

APPLE COMPUTER INC
Form 4
March 28, 2006

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOK TIMOTHY D

(Last) (First) (Middle)

1 INFINITE LOOP

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLE COMPUTER INC [AAPL]

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Operating Officer

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | (D) | Price |
| Common Stock ⁽¹⁾ | 03/24/2006 | 03/24/2006 | M | | 62,000 | A | 12,597 |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | | 2,000 | D | \$ 59.08 12,597 |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | | 2,000 | D | \$ 59.114 12,597 |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | | 2,000 | D | \$ 59.1262 12,597 |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | | 2,000 | D | \$ 59.1275 12,597 |

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| | | | | | | | | |
|--------------|------------|------------|-------------|-------|---|------------|--------|---|
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.14 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.172 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.18 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.2205 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.2525 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.26 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.2677 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.27 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.272 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.28 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.286 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.288 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.2975 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.3028 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.318 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 6,000 | D | \$ 59.32 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.33 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.337 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.36 | 12,597 | D |
| Common Stock | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | \$ 59.37 | 12,597 | D |
| | 03/24/2006 | 03/24/2006 | <u>S(2)</u> | 2,000 | D | | 12,597 | D |

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| | | | | | | | | | |
|--------------|------------|------------|------------------|-------|---|-----------|---------|--|---|
| Common Stock | | | | | | \$ | 59.3723 | | |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | 2,000 | D | \$ 59.464 | 12,597 | | D |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | 2,000 | D | \$ 59.497 | 12,597 | | D |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | 2,000 | D | \$ 59.599 | 12,597 | | D |
| Common Stock | 03/24/2006 | 03/24/2006 | S ⁽²⁾ | 2,000 | D | \$ 59.616 | 12,597 | | D |

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

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | <u>1</u> | 03/24/2006 | 03/24/2006 | M | 62,000 | 03/24/2006 | 03/24/2006 | Common Stock | 62,000 |

Reporting Owners

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

Signatures

/s/ Timothy Cook
Date: 03/28/2006

Signature of
Reporting Person

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit represents the right to receive, at settlement, 1 share of common stock. The reporting person had vested restricted stock units settled in shares of common stock.
- (2) The transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.