

BYRNE PATRICK MICHAEL  
Form 4/A  
February 15, 2005

**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 \*  
BYRNE PATRICK MICHAEL

(Last) (First) (Middle)

6322 SOUTH 3000 EAST, SUITE 100

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

OVERSTOCK COM INC [OSTK]

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

02/03/2005

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

02/04/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President

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	02/03/2005		P	1,300 (1) A \$ 48.4985	5,831,932	I (1)	Held by High Plains Investment LLC
Common stock	02/03/2005		P	1,600 (1) A \$ 48.4994	5,833,532	I (1)	Held by High Plains Investment LLC
Common stock	02/03/2005		P	4,000 (1) A \$ 48.5263	5,837,532	I (1)	Held by High Plains Investment LLC

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Common stock	02/03/2005	P	900 <u>(1)</u>	A	\$ 48.53	5,838,432	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	700 <u>(1)</u>	A	\$ 48.58	5,839,132	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	2,000 <u>(1)</u>	A	\$ 48.595	5,841,132	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	2,600 <u>(1)</u>	A	\$ 48.6	5,843,732	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	2,000 <u>(1)</u>	A	\$ 48.685	5,845,732	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	900 <u>(1)</u>	A	\$ 48.74	5,846,632	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	2,000 <u>(1)</u>	A	\$ 48.7431	5,848,632	I <u>(1)</u>	Held by High Plains Investment LLC
Common stock	02/03/2005	P	2,000 <u>(1)</u>	A	\$ 48.75	5,850,632	I <u>(1)</u>	Held by High Plains Investment LLC

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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(A) or  
 Disposed  
 of (D)  
 (Instr. 3,  
 4, and 5)

Repor  
 Trans  
 (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE PATRICK MICHAEL 6322 SOUTH 3000 EAST SUITE 100 SALT LAKE CITY, UT 84121	X	X	President	

## Signatures

/s/ Jonathan E. Johnson III  
 (attorney-in-fact) 02/11/2005

\_\_Signature of Reporting Person

Date

## 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) The shares were purchased on February 3, 2005, and were reported in a Form 4 filed February 4, 2005 as held directly by the reporting person. The shares were actually purchased by High Plains Investments LLC and are reported herein as indirectly owned. The reporting person disclaims beneficial ownership of the shares held by High Plains Investments LLC except to the extent of his pecuniary ownership therein.

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.