Tryon Stephen P Form 4 January 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Tryon Stephen P			2. Issuer Name and Ticker or Trading Symbol OVERSTOCK.COM, INC [OSTK]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	Middle)	3. Date of Earliest Transaction			(Check all applicable)					
6350 SOUTH 3000 EAST			(Month/Day/Year) 01/13/2012					Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President			
Filed(. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SALT LAKE CITY, UT 84121								Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)		
Common Stock	01/13/2012			Code V M	Amount 7,000	(D)	Price \$ 6.83	19,058	D		
Common Stock	01/13/2012			F	2,496	D	\$ 6.83	16,562	D		
Common								2,537	I	Based on IRA and 1/13/2012	

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

401k Plan Statement

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SEC 1474 (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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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 Units	<u>(1)</u>	01/13/2012		M	7,000	<u>(1)</u>	<u>(1)</u>	Common Stock	7,000	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Tryon Stephen P Senior
6350 SOUTH 3000 EAST Vice
SALT LAKE CITY, UT 84121 President

Signatures

/s/ Mark Harden (attorney-in-fact) 01/18/2012

**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).

Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as to 25% at the close of business on January 13, 2010, an additional 25% at the close of business on January 13, 2011, and the remaining 50% at the close of business on January 13, 2012. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

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.

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