

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

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)
6322 SOUTH 3000 EAST, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

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

(Street)
SALT LAKE CITY, UT 84121

4. If Amendment, Date Original Filed (Month/Day/Year)
02/04/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 or (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
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 (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.

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