

PARSONS RICHARD D
Form 4
March 20, 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 *
PARSONS RICHARD D

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019-8016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER INC [TWX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2006

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)
Chairman and CEO

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	(A) or (D)	Price
Common Stock, par value \$.01	03/17/2006		M ⁽¹⁾		450,000	A	\$ 14.2
Common Stock, par value \$.01	03/17/2006		S ⁽¹⁾		15,000	D	\$ 17
Common Stock, par value \$.01	03/17/2006		S ⁽¹⁾		15,000	D	\$ 17.01
Common Stock, par	03/17/2006		S ⁽¹⁾		16,287	D	\$ 17.02

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value \$.01

Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	6	D	\$ 17.03	1,038,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	15,000	D	\$ 17.04	1,023,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	20,000	D	\$ 17.05	1,003,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	15,000	D	\$ 17.07	988,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	20,000	D	\$ 17.13	968,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	85,000	D	\$ 17.14	883,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	50,000	D	\$ 17.15	833,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	45,000	D	\$ 17.09	788,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	45,000	D	\$ 17.11	743,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	25,000	D	\$ 17.12	718,996	D
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Common Stock, par value \$.01	03/17/2006	<u>S⁽¹⁾</u>	45,000	D	\$ 17.15	673,996	D
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Common Stock, par value \$.01						1,253	I	By Savings Plan <u>(2)</u>
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Common Stock, par value \$.01						200	I	by Spouse <u>(3)</u>
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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**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Number Shares
Employee Stock Option (right to buy)	\$ 14.2	03/17/2006		M ⁽¹⁾	450,000	⁽⁴⁾ 03/19/2006	Common Stock, par value \$.01 450,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARSONS RICHARD D ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	X		Chairman and CEO	

Signatures

By: Brenda C. Karickhoff For: Richard D. Parsons
Date: 03/20/2006

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 3, 2006.
- (2) The Time Warner Savings Plan, a qualified employee benefit plan.
- (3) Shares held by the Reporting Person's spouse as to which the Reporting Person disclaims beneficial ownership.
- (4) This option is currently exercisable.

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.