Desroches Pascal Form 4 February 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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 * **Desroches Pascal**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TIME WARNER INC. [TWX]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

7. Nature of

Indirect

ONE TIME WARNER CENTER

(Street)

(State)

(Month/Day/Year)

(Month/Day/Year) 02/15/2013

below) SVP and Controller

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10019-8016

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (I) Owned Following

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4) Reported

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

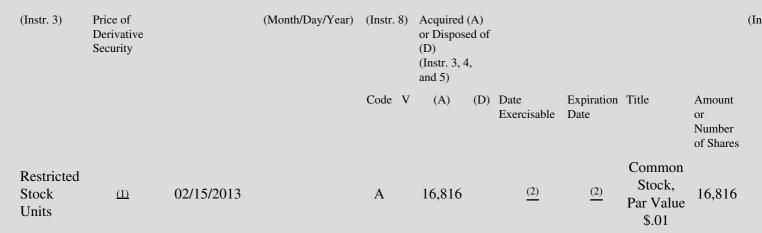
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** De Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Desroches Pascal
ONE TIME WARNER CENTER
NEW YORK, NY 10019-8016

SVP and
Controller

Signatures

Brenda C. Karickhoff for Pascal
Desroches
02/19/2013

**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) Each restricted stock unit represents a contingent right to receive one share of common stock.
- This award of restricted stock units vests in two equal installments on the third and fourth anniversaries of the date of grant, February 15, 2013. Shares of Common Stock will be issued to the reporting person upon vesting of the restricted stock units.
- (3) These restricted stock units vest in two equal installments on the third and fourth anniversaries of their dates of grant, February 20, 2009, February 8, 2010, February 7, 2011, February 15, 2012 and February 15, 2013.

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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