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TIME WARNER II Form 4 May 02, 2014	NC.									
FORM 4 LINITED STATES SECURITIES AND								OMB APPROVAL		
	UNITED ST	ATES SECUR Was	ITIES AN hington, I			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.	GES IN BENEFICIAL OWNERSHIP					Expires: January 31, 2005 Estimated average burden hours per				
Form 4 or Form 5	*	ant to Section 16 of the Public Uti 30(h) of the Inv	ility Holdi	ng Com	pany	Act of	f 1935 or Sectio	response	0.5	
(Print or Type Response	es)									
BARKSDALE JAMES L Symbol			Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (Fin ONE TIME WARD		(Month/Da	-	nsaction			X Director Officer (give below)	10%	• Owner er (specify	
(Str	(Street) 4. If Amen Filed(Mont			e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
NEW YORK, NY	10019-8016						Form filed by M Person	Nore than One Re	eporting	
(City) (Sta	ate) (Zi	p) Table	I - Non-De	rivative S	ecuri	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
	-	A. Deemed xecution Date, if y Month/Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
2			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, Par 05/01 Value \$.01	1/2014		M <u>(1)</u>	1,434	А	\$ 0 (2)	53,183 <u>(3)</u>	D		

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 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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 2. 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security (Month/Day/Year) (Instr. 3 and 4) or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) Shares (D) Common Restricted Stock, Stock 1,434 05/01/2014 05/01/2014 (2) 05/01/2014 Μ 1,434 Par Value Units \$.01

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARKSDALE JAMES L ONE TIME WARNER CENTER NEW YORK, NY 10019-8016	Х						
Signatures							
By: Brenda C. Karickhoff for Jam Barksdale	es L.	(05/02/2014				
**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 common stock was acquired as a result of the vesting of restricted stock units awarded on May 24, 2013.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock. The Reporting Person received one share of common stock for each restricted stock unit that vested.
- (3) Includes 400 shares of common stock that, before December 23, 2013, were held by a limited partnership of which Mr. Barksdale was the sole general partner.

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.