

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BYRNE JOHN JOSEPH</b>  (Last) (First) (Middle) <b>6322 SOUTH 3000 EAST</b> <b>SUITE 100</b>  (Street) <b>SALT LAKE CITY UT 84121</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OVERSTOCK COM INC [ OSTK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/25/2005</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	04/25/2005		X		2,047	A	\$7.09	47,562	I <sup>(1)</sup>	Held by spouse.
Common stock	04/25/2005		X		2,367	A	\$4.26	49,929	I <sup>(1)</sup>	Held by spouse.
Common stock	04/26/2005		X		23,109	A	\$7.09	388,216	I <sup>(1)</sup>	Held by Haverford Utah, LLC
Common stock	04/26/2005		X		27,252	A	\$4.26	415,468	I <sup>(1)</sup>	Held by Haverford Utah, LLC
Common stock								27,058	D	
Common stock								201,693	I <sup>(1)</sup>	Held by High Meadows Finance, L.C.
Common stock								516,487	I <sup>(1)</sup>	Held by GRAT

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$7.09	04/25/2005		X			585	05/01/2000	04/30/2005	Common stock	585	(2)	0	I	Held by spouse.
Warrants	\$7.09	04/25/2005		X			1,462	05/15/2000	05/14/2005	Common stock	1,462	(2)	0	I	Held by spouse.
Warrants	\$4.26	04/25/2005		X			2,367	09/21/2000	09/20/2005	Common stock	2,367	(2)	0	I	Held by spouse.
Warrants	\$7.09	04/26/2005		X			6,603	05/01/2000	04/30/2005	Common stock	6,603	(2)	0	I	Held by Haverford Utah, LLC <sup>(1)</sup>
Warrants	\$7.09	04/26/2005		X			16,506	05/15/2000	05/14/2005	Common stock	6,603	(2)	0	I	Held by Haverford Utah, LLC <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$4.26	04/26/2005		X			27,252	09/21/2000	09/20/2005	Common stock	27,252	(2)	0	I	Held by Haverford Utah, LLC <sup>(1)</sup>
Warrants	\$4.26	03/15/2005		G	V		92,850	09/21/2000	09/20/2005	Common stock	92,850	(2)	0	I	Held by GRAT.
Stock options	\$35.27	04/26/2005		A		5,000		04/26/2006 <sup>(3)</sup>	04/26/2010	Common stock	5,000	(2)	10,000	D	

**Explanation of Responses:**

- The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary ownership therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- Not applicable.
- Stock options vest as to 28% on first anniversary of grant date and 2% each month thereafter.

/s/ John J. Byrne

04/27/2005

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**