

SCHULTZ HOWARD D
 Form 4
 June 28, 2018

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 *
 SCHULTZ HOWARD D

2. Issuer Name and Ticker or Trading Symbol
 STARBUCKS CORP [SBUX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2401 UTAH AVENUE SOUTH,
 SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/26/2018

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below) chairman emeritus

SEATTLE, WA 98134

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

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 (A) or (D) Price			
Common Stock	11/30/2017		G	V 830,000 D \$ 0	1,170,000	I	by spouse
Common Stock	11/30/2017		G	V 830,000 A \$ 0	31,458,282 <u>(1)</u>	D	
Common Stock	11/30/2017		G	V 575,000 D \$ 0	30,883,282	D	
Common Stock	12/08/2017		G	V 1,060,000 D \$ 0	0	I	by spouse
Common Stock	12/08/2017		G	V 1,060,000 A \$ 0	33,003,282 <u>(2)</u>	D	

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Common Stock	06/26/2018	A	20,735 ⁽³⁾	A	\$ 0	33,024,017	D	
Common Stock	06/26/2018	F	21,749 ⁽⁴⁾	D	\$ 50.38	33,002,268	D	
Common Stock						1,170,000	I	by GRAT
Common Stock						525,181	I	by Family Owned LLC

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULTZ HOWARD D
2401 UTAH AVENUE SOUTH, SUITE 800
SEATTLE, WA 98134

chairman emeritus

Signatures

/s/ Alejandro C. Torres, attorney-in-fact for Howard Schultz

06/28/2018

**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) Includes 830,000 shares that were previously shown as indirectly owned through a grantor retained annuity trust (GRAT) for which the reporting person serves as the sole trustee. The shares were transferred to the reporting person on November 30, 2017 as an annuity payment that was exempt from Section 16 pursuant to Rule 16a-13.

(2) Includes 1,060,000 shares that were previously shown as indirectly owned through a grantor retained annuity trust (GRAT) for which the reporting person serves as the sole trustee. The shares were transferred to the reporting person on December 7, 2017 as an annuity payment in termination of the GRAT that was exempt from Section 16 pursuant to Rule 16a-13.

(3) Pursuant to the terms of a Retirement Agreement between the issuer and the reporting person, dated June 1, 2018, effective on June 26, 2018, (1) 31,566 shares subject to the performance-based Restricted Stock Unit ("RSU") granted on November 15, 2017 were deemed earned and vested and (2) 30,945 shares previously reported as part of the 83,553 shares earned pursuant to the performance-based RSU granted on November 16, 2015 (the "November 2015 Grant"), of which 41,777 shares vested on November 16, 2017 and 41,776 were scheduled to vest on November 16, 2018, became vested. The number shown includes the forfeiture of the remaining 10,831 shares subject to the November 2015 Grant.

(4) Shares withheld by the issuer to satisfy tax withholding obligations upon vesting of RSUs; not an open market transaction.

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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