

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-04-06** | Period of Report: **2011-04-04**
SEC Accession No. **0001181431-11-022867**

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REPORTING OWNER

Morikubo Yukio

CIK: **1382579**

Type: **4** | Act: **34** | File No.: **000-26137** | Film No.: **11744245**

Mailing Address

411 108TH AVE. NE
SUITE 1400
BELLEVUE X1 98004

ISSUER

DRUGSTORE COM INC

CIK: **1086467** | IRS No.: **043416255** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **5912** Drug stores and proprietary stores

Mailing Address

411 108TH AVE. NE
SUITE 1400
BELLEVUE WA 98004

Business Address

411 108TH AVE. NE
SUITE 1400
BELLEVUE WA 98004
4253723200

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

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

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

1. Name and Address of Reporting Person Morikubo Yukio			2. Issuer Name and Ticker or Trading Symbol DRUGSTORE COM INC [DSCM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP, Strategy, Gen Couns & Sec		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2011			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		
C/O DRUGSTORE.COM, INC., 411 108TH AVE NE STE 1400			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BELLEVUE, WA 98004								
(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	04/04/2011		F		5,613 ⁽¹⁾	D	\$3.84	139,860	D	
Common Stock	04/04/2011		M		10,000	A	\$ 0	149,860	D	
Common Stock	04/04/2011		F		2,645 ⁽²⁾	D	\$3.84	147,215	D	

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/04/2011		M		10,000	10/03/2010 ⁽³⁾	10/03/2014	Common Stock	10,000	\$ 0	70,000	D	

Explanation of Responses:

1. Represents shares of Common Stock withheld by the issuer to satisfy taxes due in connection with the vesting of shares of Restricted Stock.
2. Represents shares of Common Stock withheld by the issuer to satisfy taxes due in connection with the vesting of restricted stock unit shares.

3. Indicates vesting commencement date; the restricted stock unit ("RSU") become exercisable as to the RSUs'original share total over 48 months, at the rate of one-eighth on each six month anniversary of the vesting commencement date until all shares are fully vested, subject to awardee continuing to be a Service Provider.

Signatures

/s/ Yukio Morikubo

** Signature of Reporting Person

04/06/2011

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.