OVERSTOCK.COM, INC

Form 4

December 18, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRFAX FINANCIAL **HOLDINGS LTD/CAN**

> (First) (Last)

(Middle)

(Zip)

any

95 WELLINGTON STREET WEST, SUITE 800

(Street)

2. Issuer Name and Ticker or Trading Symbol

OVERSTOCK.COM, INC [OSTK]

3. Date of Earliest Transaction

(Month/Day/Year) 12/15/2006

Director Officer (give title

10% Owner Other (specify

below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

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

Issuer

TORONTO, ONTARIO, A6 M5J 2N7

(State)

(- 3)	(,
1.Title of	2. Transaction Date
Security	(Month/Day/Year)

2A. Deemed Execution Date, if (Month/Day/Year)

Transactionr Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

Amount

4. Securities Acquired (A) 5. Amount of

(A)

or

(D)

Securities Ownership Form: Beneficially Direct (D) Owned Following or Indirect Reported (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Common

(City)

(Instr. 3)

Stock. 12/15/2006 \$0.0001 Par Value

12/15/2006 \$0.0001

P(1)512,654

Code V

2,876,121

Transaction(s)

(Instr. 3 and 4)

I

I

(Instr. 4)

see footnote (2)

Common Stock,

Par Value

 $P^{(1)}$ 512,653 A

Price

3,388,774

see footnote (2)

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 SEC 1474 (9-02)

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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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Snares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7		X				
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7		X				
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7		X				
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, BC, A1 V6C 3L3		X				
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7		X				
		X				

Reporting Owners 2

UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN, NJ 07962

TIG INSURANCE CO 5205 NORTH O?CONNOR BLVD. IRVING, TX 75039

X

Signatures

/s/ Paul Rivett, Vice President 12/18/2006

**Signature of Reporting Person Date

/s/ V. Prem Watsa 12/18/2006

**Signature of Reporting Person Date

/s/ V. Prem Watsa, President 12/18/2006

**Signature of Reporting Person Date

/s/ V. Prem Watsa, President 12/18/2006

**Signature of Reporting Person Date

/s/ V. Prem Watsa, President 12/18/2006

**Signature of Reporting Person Date

/s/ Carol Ann Soos, Vice

a currently valid OMB number.

President 12/18/2006

**Signature of Reporting Person Date

/s/ William J. Gillett,

President 12/18/2006

**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).
- United States Fire Insurance Company and TIG Insurance Company have agreed to purchase 512,654 and 512,653 shares of common (1) stock, respectively, pursuant to a registered direct offering by Overstock.com, Inc. Settlement is expected to occur on or about December
- stock, respectively, pursuant to a registered direct offering by Overstock.com, Inc. Settlement is expected to occur on or about December 20, 2006.
- The shares of common stock are held by subsidiaries of Fairfax Financial Holdings Limited, including, following the reported (2) transactions, 1,876,121 shares held directly by United States Fire Insurance Company and 512,653 shares held directly by TIG Insurance

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

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