

STARBUCKS CORP
Form 8-K
February 10, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

February 7, 2006

Date of Report (Date of earliest event reported)

STARBUCKS CORPORATION

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

0-20322
(Commission File Number)

91-1325671
(IRS Employer
Identification No.)

2401 Utah Avenue South
Seattle, Washington 98134
(Address of principal executive offices) (Zip Code)
(206) 447-1575
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Rule 10b5-1 Trading Plan for David A. Pace

In accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and the Starbucks Corporation insider trading policy, David A. Pace, the Company's executive vice president, Partner Resources, entered into a selling plan on February 7, 2006. Under the selling plan, between May 8, 2006 and December 31, 2006, Mr. Pace will sell a total of 30,000 shares of the Company's common stock so long as the market price of the common stock is higher than a minimum threshold price specified in the plan. Up to 10,000 shares of common stock may be sold beginning May 8, 2006, up to 10,000 additional shares of common stock may be sold beginning August 7, 2006, and the remaining 10,000 shares of common stock may be sold beginning November 6, 2006.

Rule 10b5-1 permits an insider to implement a written prearranged trading plan entered into at a time when the insider is not aware of any material nonpublic information about the Company and allows the insider to trade on a one-time or regularly scheduled basis regardless of any material nonpublic information about the Company thereafter received by the insider.

Shareholder Approval of Management Proposal to Declassify the Board

On February 8, 2006, the shareholders of Starbucks Corporation (the Company) approved a management proposal to declassify the board of directors of the Company and provide for the annual election of all directors, commencing with the Company's 2007 Annual Meeting of Shareholders. The full management proposal, along with the board's recommendation to shareholders that they approve the proposal, was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission on December 16, 2005. A copy of the press release announcing shareholder approval of the proposal to declassify the board is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
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99.1	Press release of Starbucks Corporation dated February 8, 2006.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STARBUCKS CORPORATION

Dated: February 10, 2006

By: /s/ Andrew M. Paalborg
Andrew M. Paalborg
vice president, assistant general counsel
and assistant secretary

EXHIBIT INDEX

Exhibit Number	Description
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