

JACOBSON MICHAEL R  
 Form 4  
 July 30, 2012

**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 \*  
**JACOBSON MICHAEL R**

2. Issuer Name and Ticker or Trading Symbol  
**EBAY INC [EBAY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O EBAY INC., 2145 HAMILTON AVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/26/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Legal Affairs, GC & Sec**

(Street)  
**SAN JOSE, CA 95125**

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	07/26/2012		M	60,000 A \$ 19.3875	505,627	D	
Common Stock	07/26/2012		S	60,000 (1) D \$ 43.6954 (2)	445,627	D	

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

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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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 19.3875	07/26/2012		M	60,000	<u>(3)</u>	03/03/2013	Common Stock	60,
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(4)</u>	03/02/2016	Common Stock	91,
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(5)</u>	03/01/2017	Common Stock	100,
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(6)</u>	03/03/2015	Common Stock	91,
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(7)</u>	03/01/2018	Common Stock	85,
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(8)</u>	04/02/2019	Common Stock	28,
Restricted Stock Units -2	<u>(9)</u>					<u>(10)</u>	<u>(11)</u>	Common Stock	16,
Restricted Stock Units -5	<u>(9)</u>					<u>(12)</u>	<u>(11)</u>	Common Stock	7,6
Restricted Stock Units -6	<u>(9)</u>					<u>(13)</u>	<u>(11)</u>	Common Stock	12,
Restricted Stock Units -7	<u>(9)</u>					<u>(14)</u>	<u>(11)</u>	Common Stock	16,
Restricted Stock Units -8	<u>(9)</u>					<u>(15)</u>	<u>(11)</u>	Common Stock	56,

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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JACOBSON MICHAEL R  
 C/O EBAY INC.  
 2145 HAMILTON AVE  
 SAN JOSE, CA 95125

SVP, Legal  
 Affairs, GC  
 & Sec

## Signatures

Michael Richard  
 Jacobson 07/30/2012

    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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$43.4700 to \$43.9800.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 66,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

- (11) Not Applicable.

The reporting person received 22,892 restricted stock units subject to a three-year vesting schedule, vesting 33.34% on 9/11/10, 33.33% on 9/11/11 and 33.33% on 9/11/12. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received 25,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received 21,430 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/12 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received 56,400 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

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 a currently valid OMB number.