

EBAY INC
Form 4
February 24, 2015

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 *
SWAN ROBERT HOLMES

(Last) (First) (Middle)

C/O EBAY INC., 2065 HAMILTON AVE.

(Street)

SAN JOSE, CA 95125

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

SVP, Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/20/2015		M	V	17,750 A \$ 25.85	452,750	D
Common Stock	02/20/2015		M	V	56,250 A \$ 26.36	509,000	D
Common Stock	02/20/2015		S		74,000 (1) D \$ 58	435,000	D

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

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number.

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)	\$ 25.85	02/20/2015		M	17,750	<u>(2)</u>	03/03/2015	Common Stock	17,750
Non-Qualified Stock Option (right to buy)	\$ 26.36	02/20/2015		M	56,250	<u>(3)</u>	08/08/2015	Common Stock	56,250
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(4)</u>	03/02/2016	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 13.19					<u>(3)</u>	02/13/2016	Common Stock	112,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(5)</u>	03/01/2017	Common Stock	225,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(6)</u>	03/01/2018	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(7)</u>	04/02/2019	Common Stock	54,000
Non-Qualified Stock Option (right to buy)	\$ 53.015					<u>(8)</u>	01/15/2022	Common Stock	42,000
Non-Qualified Stock Option (right to buy)	\$ 55.71					<u>(9)</u>	04/01/2020	Common Stock	68,000
Non-Qualified Stock Option (right to buy)	\$ 56.04					<u>(10)</u>	04/01/2021	Common Stock	61,000
	<u>(13)</u>					<u>(11)</u>	<u>(12)</u>		9,300

Restricted Stock Units -5				Common Stock	
Restricted Stock Units -6	(13)		(14)	(12)	Common Stock 13,
Restricted Stock Units -7	(13)		(15)	(12)	Common Stock 25,
Restricted Stock Units -8	(13)		(16)	(12)	Common Stock 30,
Restricted Stock Units -9	(13)		(17)	(12)	Common Stock 21,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN ROBERT HOLMES C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Finance & CFO	

Signatures

Robert Holmes
Swan 02/24/2015

**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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 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 9/1/11 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (11) The reporting person received 37,500 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.
- (12) Not Applicable.

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(13) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 27,000 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.

(14) The reporting person received 34,006 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.

(15) The reporting person received 30,941 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.

(16) The reporting person received 21,429 restricted stock units subject to a four-year vesting schedule, vesting 25% on 1/15/16 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.

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