

EBAY INC
Form 4
February 03, 2014

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 *
Donahoe John J

(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)
01/31/2014

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)

President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/31/2014		A		100,000 (1)	A	\$ 0 561,842 D
Common Stock	01/31/2014		F		49,678 (2)	D	\$ 53.2 512,164 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Option (right to buy)	\$ 25.85					<u>(3)</u>	03/03/2015	Common Stock	258,891
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(4)</u>	03/02/2016	Common Stock	435,774
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(5)</u>	03/01/2017	Common Stock	500,000
Non-Qualified Stock Option (right to buy)	\$ 24.93					<u>(3)</u>	09/01/2015	Common Stock	258,891
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(6)</u>	03/03/2015	Common Stock	226,774
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(7)</u>	03/01/2018	Common Stock	354,477
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(8)</u>	04/02/2019	Common Stock	170,068
Non-Qualified Stock Option (right to buy)	\$ 55.71					<u>(9)</u>	04/01/2020	Common Stock	125,888
Restricted Stock Units -5	<u>(10)</u>					<u>(11)</u>	<u>(12)</u>	Common Stock	31,250
Restricted Stock Units -6	<u>(10)</u>					<u>(13)</u>	<u>(12)</u>	Common Stock	44,130
Restricted Stock Units -7	<u>(10)</u>					<u>(14)</u>	<u>(12)</u>	Common Stock	61,491

Restricted Stock Units -8	<u>(10)</u>		<u>(15)</u>	<u>(12)</u>	Common Stock	59,236
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donahoe John J C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125	X		President and CEO	

Signatures

John Joseph Donahoe	02/01/2014
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**Signature of Reporting Person	Date
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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 reporting person received 100,000 shares of common stock as a result of the vesting of the first tranche of 20% of a performance share unit award granted in 2012. Vesting of this portion of the performance share unit award was contingent upon eBay Inc.'s total stockholder return exceeding the median return of its 2012 peer group during 2013 or over the cumulative performance period 2012-2013. The reporting person will not be able to sell the shares issued under the award until the earlier to occur of December 31, 2017 or a change in control.
 - (2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 100,000 shares of restricted stock granted to the Reporting Person in 2012 (see footnote 1).
 - (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 09/30/08 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) 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) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
 - (11) The reporting person received 125,000 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.
 - (12) Not Applicable.
 - (13) The reporting person received 88,262 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.
 - (14) The reporting person received 81,989 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.

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The reporting person received 59,236 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 and 25% each (15) 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.