

EBAY INC  
Form 4  
March 03, 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)  
03/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP, Finance & CFO

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

\_X\_ 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 (A) or (D) Price			
Common Stock	03/01/2015		M	9,375 A \$ 0	444,375	D	
Common Stock	03/01/2015		F	21,596 (1) D \$ 57.91	422,779	D	
Common Stock	03/02/2015		A	24,371 (2) A \$ 0	447,150	D	
Common Stock	03/02/2015		F	6,359 (3) D \$ 58.38	440,791	D	

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

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(9-02)

**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 Number Shares
Restricted Stock Units -5	(4)	03/01/2015		M	9,375	(5)	(6)	Common Stock	9,375
Non-Qualified Stock Option (right to buy)	\$ 10.5					(7)	03/02/2016	Common Stock	91,200
Non-Qualified Stock Option (right to buy)	\$ 13.19					(8)	02/13/2016	Common Stock	112,500
Non-Qualified Stock Option (right to buy)	\$ 23.88					(9)	03/01/2017	Common Stock	225,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(10)	03/01/2018	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					(11)	04/02/2019	Common Stock	54,000
Non-Qualified Stock Option (right to buy)	\$ 53.015					(12)	01/15/2022	Common Stock	42,800
Non-Qualified Stock Option (right to buy)	\$ 55.71					(13)	04/01/2020	Common Stock	68,000
Non-Qualified Stock Option (right to buy)	\$ 56.04					(14)	04/01/2021	Common Stock	61,800
Restricted	(4)					(15)	(6)	Common	13,500

Stock Units -6				Stock	
Restricted Stock Units -7	(4)	(16)	(6)	Common Stock	25,5
Restricted Stock Units -8	(4)	(17)	(6)	Common Stock	30,9
Restricted Stock Units -9	(4)	(18)	(6)	Common Stock	21,4

## 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

03/03/2015

\_\_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) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/11 and (b) 32,012 shares of restricted stock granted to the Reporting Person on 3/1/14 as a result of the company's achievement of certain performance criteria for 2012/2013 (the award was originally allocated to the reporting person as performance-based restricted stock units).
  - (2) The reporting person was granted 24,371 shares of common stock as a result of the company's achievement of certain performance criteria for 2013/2014 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/16.
  - (3) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 12,186 shares of restricted stock granted to the Reporting Person on 3/2/15 (see footnote 2).
  - (4) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
  - (5) 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.
  - (6) Not Applicable.
  - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
  - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
  - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
  - (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
  - (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.

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- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.

(15) 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.

(16) 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.

(17) 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.

(18) 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. 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.