

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 *
Marks Alan Lee

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., 2065 HAMILTON AVE.

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Corporate Communications

(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	Price	
Common Stock	02/27/2015		M		8,000	A \$ 23.88	76,023 D
Common Stock	02/27/2015		M		5,381	A \$ 32.29	81,404 D
Common Stock	02/27/2015		S		13,381 (1)	D \$ 58.4347 (2)	68,023 D
Common Stock	03/01/2015		M		4,018	A \$ 0	72,041 D
Common Stock	03/01/2015		F		10,645 (3)	D \$ 57.91	61,396 D

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Common Stock	03/02/2015	A	<u>12,593</u> (4)	A	\$ 0	73,989	D
Common Stock	03/02/2015	F	<u>3,286</u> (5)	D	\$ 58.38	70,703	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.88	02/27/2015		M	8,000	(6) 03/01/2017	Common Stock	8,000	
Non-Qualified Stock Option (right to buy)	\$ 32.29	02/27/2015		M	5,381	(7) 03/01/2018	Common Stock	5,381	
Restricted Stock Units -4	(8)	03/01/2015		M	4,018	(9) (10)	Common Stock	4,018	
Non-Qualified Stock Option (right to buy)	\$ 10.5					(11) 03/02/2016	Common Stock	2,000	
Non-Qualified Stock Option (right to buy)	\$ 36.59					(12) 04/02/2019	Common Stock	27,000	
Non-Qualified Stock Option (right to buy)	\$ 53.015					(13) 01/15/2022	Common Stock	17,850	
Non-Qualified Stock Option (right to buy)	\$ 55.71					(14) 04/01/2020	Common Stock	35,140	

Non-Qualified Stock Option (right to buy)	\$ 56.04	(15)	04/01/2021	Common Stock	25,78
Restricted Stock Units -5	(8)	(16)	(10)	Common Stock	6,75
Restricted Stock Units -6	(8)	(17)	(10)	Common Stock	13,17
Restricted Stock Units -7	(8)	(18)	(10)	Common Stock	12,85
Restricted Stock Units -8	(8)	(19)	(10)	Common Stock	8,92

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Alan Lee C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Corporate Communications	

Signatures

Alan Lee Marks 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) 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 \$58.25 to 58.68.
- (3) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 4,018 shares of restricted stock granted to the Reporting Person on 3/1/11 and (b) 16,381 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).

The reporting person was granted 12,593 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.
- (4) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 6,297 shares of restricted stock granted to the Reporting Person on 3/2/15 (see footnote 4).
- (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) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (8) The reporting person received 16,075 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

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stock units that have vested.

- (10) Not Applicable.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.

The reporting person received 13,500 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 and 25% each

- (16) 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 17,571 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 and 25% each

- (17) 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 12,892 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 and 25% each

- (18) 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 8,929 restricted stock units subject to a four-year vesting schedule, vesting 25% on 1/15/16 and 25% each

- (19) 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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