

Donahoe John J
Form 4
March 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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., 2145 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)
03/01/2013

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 | (A) or (D) | Price |
| Common Stock | 03/01/2013 | | M | | 147,672 | A | \$ 0 |
| Common Stock | 03/01/2013 | | A | | 153,576 (1) | A | \$ 0 |
| Common Stock | 03/01/2013 | | F | | 159,848 (2) | D | \$ 54.9 |

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 |
| Restricted Stock Units -4 | (3) | 03/01/2013 | | M | 94,356 | (4) | (5) | Common Stock | 94,356 |
| Restricted Stock Units -5 | (3) | 03/01/2013 | | M | 31,250 | (6) | (5) | Common Stock | 31,250 |
| Restricted Stock Units -6 | (3) | 03/01/2013 | | M | 22,066 | (7) | (5) | Common Stock | 22,066 |
| Non-Qualified Option (right to buy) | \$ 25.85 | | | | | (8) | 03/03/2015 | Common Stock | 258 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | (9) | 03/02/2016 | Common Stock | 435 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | (10) | 03/01/2017 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 24.93 | | | | | (8) | 09/01/2015 | Common Stock | 258 |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | (11) | 03/03/2015 | Common Stock | 226 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (12) | 03/01/2014 | Common Stock | 260 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | (13) | 03/01/2018 | Common Stock | 354 |
| Non-Qualified Stock Option (right to buy) | \$ 35.5 | | | | | (14) | 03/25/2015 | Common Stock | 750 |

| | | | | | |
|---|----------|------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 36.59 | (15) | 04/02/2019 | Common Stock | 170 |
| Restricted Stock Units -7 | (3) | (16) | (5) | Common Stock | 81, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donahoe John J C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | X | | President and CEO | |

Signatures

John Joseph
Donahoe

03/03/2013

**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 reporting person was granted 153,576 shares of common stock as a result of the company's achievement of certain performance criteria for 2011/2012 (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 3/1/14.

(2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 94,356 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 31,250 shares of restricted stock granted to the Reporting Person on 3/1/10 (c) 22,066 shares of restricted stock granted to the Reporting Person on 3/1/11 (d) 81,875 shares of restricted stock granted to the Reporting Person on 3/1/2012 as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units and (e) 76,788 shares of restricted stock granted to the Reporting Person on 3/1/13 (see footnote 1).

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

(4) The reporting person received 377,425 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.

(5) Not Applicable.

(6) 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.

(7) 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.

(8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 09/30/08 and 1/48th per month thereafter.

(9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.

(10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.

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- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (14) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.

- 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
- (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.

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