

SMITH NANCY L
Form 4
June 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
SMITH NANCY L

(Last) (First) (Middle)

209 REDWOOD SHORES
PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ELECTRONIC ARTS INC. [ERTS]

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

06/16/2011

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)

EVP, Global World Publishing

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/16/2011		A		3,125 A \$ 124,952	D	
Common Stock	06/16/2011		F		1,100 (2) D \$ 22.72 123,852	D	
Common Stock	06/16/2011		A		1,667 A \$ 125,519	D	
Common Stock	06/16/2011		F		574 (2) D \$ 22.72 124,945	D	
Common Stock	06/20/2011		A		1,250 A \$ 126,195	D	

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Common Stock 06/20/2011 F 445 ⁽²⁾ D \$ 22.24 125,750 D

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

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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 Underlying (Instr. 3 a)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-based Restricted Stock Units	⁽³⁾	06/16/2011		A	80,000 ⁽⁴⁾	⁽⁵⁾ 05/16/2014	Common Stock
Restricted Stock Units	⁽⁶⁾	06/16/2011		A	40,000	⁽⁷⁾ 05/16/2014	Common Stock
Restricted Stock Units	⁽⁶⁾	06/16/2011		D	3,125	⁽¹⁾ 06/16/2012	Common Stock
Restricted Stock Units	⁽⁶⁾	06/16/2011		D	1,667	⁽¹⁾ 06/16/2012	Common Stock
Restricted Stock Units	⁽⁶⁾	06/20/2011		D	1,250	⁽¹⁾ 06/20/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH NANCY L
209 REDWOOD SHORES PARKWAY
REDWOOD CITY, CA 94065

EVP, Global World Publishing

Signatures

Flora B. Lee, Attorney-in-Fact for Nancy L. Smith

06/20/2011

 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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (2) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.
- (3) Each performance-based restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (4) Represents the maximum number of shares of Electronic Arts common stock that may be awarded upon the achievement of certain performance targets.

Performance-based restricted stock units will vest subject to the terms and conditions of the grant agreement evidencing the award and the

- (5) Companys 2000 Equity Incentive Plan. The performance terms are described in the Form 8-K filed with the SEC on June 1, 2011, as well as the accompanying form of grant agreement.
- (6) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (7) Restricted stock units vest as to one-third on May 16, 2012; then vest as to an additional one-third on May 16, 2013, and then vest as to the remaining one-third on May 16, 2014.

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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