

Axelrod Elizabeth L  
 Form 4  
 January 29, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Axelrod Elizabeth L

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., 2145 HAMILTON AVE

3. Date of Earliest Transaction (Month/Day/Year)  
 01/25/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Human Resources

(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	(A) or (D)	Price
Common Stock	01/25/2013		M		100,000	A	\$ 35.16
Common Stock	01/25/2013		M		74,000	A	\$ 31.93
Common Stock	01/25/2013		M		91,250	A	\$ 25.85
Common Stock	01/25/2013		S		265,250	D	\$ 56.3919
							<u>(1)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy)	\$ 25.85	01/25/2013		M		91,250	(2)	03/03/2015	Common Stock	91,250
Non-Qualified Stock Option (right to buy)	\$ 31.93	01/25/2013		M		74,000	(3)	03/01/2014	Common Stock	74,000
Non-Qualified Stock Option (right to buy)	\$ 35.16	01/25/2013		M		100,000	(4)	04/08/2015	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 10.5						(5)	03/02/2016	Common Stock	91,250
Non-Qualified Stock Option (right to buy)	\$ 23.88						(6)	03/01/2017	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 32.29						(7)	03/01/2018	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 36.59						(8)	04/02/2019	Common Stock	36,590
Restricted Stock Units -3	(9)						(10)	(11)	Common Stock	25,000
Restricted Stock Units -4	(9)						(12)	(11)	Common Stock	18,000
Restricted Stock Units -5	(9)						(13)	(11)	Common Stock	14,000
Restricted Stock Units -6	(9)						(14)	(11)	Common Stock	10,000

