

SWAN ROBERT HOLMES
Form 4
July 25, 2012

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 *
SWAN ROBERT HOLMES

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)
07/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Finance & CFO

(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	07/23/2012		M		87,500 A \$ 39	472,159	D
Common Stock	07/23/2012		S		87,500 (1) D 43.2882 (2)	384,659	D
Common Stock	07/23/2012		M		87,500 A \$ 28.36	472,159	D
Common Stock	07/23/2012		S		87,500 (1) D 43.2795 (3)	384,659	D
	07/23/2012		M		50,000 A \$ 28.36	434,659	D

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Common
Stock

Common Stock	07/23/2012	S	50,000 <u>(1)</u>	D	\$ 43.2543 <u>(4)</u>	384,659	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (right to buy)	\$ 28.36	07/23/2012		M	87,500	<u>(5)</u> 09/29/2013	Common Stock 87,
Non-Qualified Stock Option (right to buy)	\$ 28.36	07/23/2012		M	50,000	<u>(5)</u> 09/29/2013	Common Stock 50,
Non-Qualified Stock Option (right to buy)	\$ 39	07/23/2012		M	87,500	<u>(5)</u> 03/31/2013	Common Stock 87,
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(6)</u> 03/02/2016	Common Stock 171
Non-Qualified Stock Option (right to buy)	\$ 13.19					<u>(7)</u> 02/13/2016	Common Stock 250
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(8)</u> 03/01/2017	Common Stock 250
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(9)</u> 03/03/2015	Common Stock 171

Non-Qualified Stock Option (right to buy)	\$ 26.36	<u>(7)</u>	08/08/2015	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 31.93	<u>(10)</u>	03/01/2014	Common Stock	204
Non-Qualified Stock Option (right to buy)	\$ 32.29	<u>(11)</u>	03/01/2018	Common Stock	150
Non-Qualified Stock Option (right to buy)	\$ 36.59	<u>(12)</u>	04/02/2019	Common Stock	54,
Restricted Stock Units -3	<u>(13)</u>	<u>(14)</u>	<u>(15)</u>	Common Stock	30,
Restricted Stock Units -4	<u>(13)</u>	<u>(16)</u>	<u>(15)</u>	Common Stock	31,
Restricted Stock Units -5	<u>(13)</u>	<u>(17)</u>	<u>(15)</u>	Common Stock	28,
Restricted Stock Units -6	<u>(13)</u>	<u>(18)</u>	<u>(15)</u>	Common Stock	27,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN ROBERT HOLMES C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			SVP, Finance & CFO	

Signatures

Robert Holmes
Swan

07/25/2012

**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 \$43.04 to \$43.49.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$43.05 to \$43.48.
- (4) Represents the weighted average price of shares sold at prices that ranged from \$43.05 to \$43.42.
- (5) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/16/07 and 1/48th per month thereafter.

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- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 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) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

- The reporting person received 121,000 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.
- (14) Not Applicable.

- The reporting person received 62,500 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.
- (16) Not Applicable.

- 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.
- (17) Not Applicable.

- 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.
- (18) Not Applicable.

Remarks:

In addition, Table I, Column 5, includes 852 shares acquired under eBay's Employee Stock Purchase Plan on April 30, 2012.

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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