

SMITH NANCY L
Form 4
May 18, 2012

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 *
SMITH NANCY L

2. Issuer Name and Ticker or Trading Symbol
ELECTRONIC ARTS INC. [EA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

209 REDWOOD SHORES PARKWAY

05/16/2012

EVP, Global Publishing Org.

(Street)

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

REDWOOD CITY, CA 94065

(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 or Price		
Common Stock	05/16/2012		A		13,333	A	①
Common Stock	05/16/2012		F		4,891	D	\$ 14.31
Common Stock	05/16/2012		A		8,533	A	③
Common Stock	05/16/2012		F		3,130	D	\$ 14.31
Common Stock	05/17/2012		A		16,667	A	①

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Common Stock 05/17/2012 F 6,114⁽²⁾ D \$ 14.41 184,134 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 Underlying Security (Instr. 3 and 4)
Performance-based Restricted Stock Units	<u>(5)</u>	05/16/2012		D	8,533 <u>(6)</u>	<u>(3)</u> 05/16/2014	Common Stock
Performance-based Restricted Stock Units	<u>(5)</u>	05/16/2012		J	18,133 <u>(7)</u>	<u>(7)</u> 05/16/2014	Common Stock
Restricted Stock Units	<u>(8)</u>	05/17/2012		D	16,667	<u>(1)</u> 05/17/2013	Common Stock
Restricted Stock Units	<u>(8)</u>	05/16/2012		D	13,333	<u>(1)</u> 05/16/2014	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 Publishing Org.

Signatures

By: Remie Solano, Attorney-in-Fact For: Nancy L. Smith

05/18/2012

 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) 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) Upon vesting, each Performance-based Restricted Stock Unit was converted into an equivalent number of shares of common stock.
- (4) Represents shares of common stock withheld for tax purposes upon the vesting of Performance-based Restricted Stock Units.
- (5) Each Performance-based Restricted Stock Unit represents a contingent right to receive one share of Electronic Arts common stock.
- (6) Represents the portion of total target shares earned and vested in accordance with the terms of the Performance-based Restricted Stock Units.
- (7) Represents the portion of total target shares unearned and cancelled in accordance with the terms of the Performance-based Restricted Stock Units.
- (8) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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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