

EBAY INC  
Form 4  
March 04, 2014

**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 \*  
SWAN ROBERT HOLMES

(Last) (First) (Middle)

C/O EBAY INC., 2065 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)  
03/01/2014

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)

SVP, Finance & CFO

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)
				(A) or (D)	Price		
Common Stock	03/01/2014		M	25,000	A \$ 0	409,950	D
Common Stock	03/01/2014		A	64,025 <sup>(1)</sup>	A \$ 0	473,975	D
Common Stock	03/01/2014		F	46,775 <sup>(2)</sup>	D \$ 58.77	427,200	D

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

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SEC 1474 (9-02)

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)	03/01/2014		M	15,625	(4)	(5)	Common Stock	15,625
Restricted Stock Units -5	(3)	03/01/2014		M	9,375	(6)	(5)	Common Stock	9,375
Non-Qualified Stock Option (right to buy)	\$ 10.5					(7)	03/02/2016	Common Stock	131,000
Non-Qualified Stock Option (right to buy)	\$ 13.19					(8)	02/13/2016	Common Stock	168,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					(9)	03/01/2017	Common Stock	250,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					(10)	03/03/2015	Common Stock	35,000
Non-Qualified Stock Option (right to buy)	\$ 26.36					(8)	08/08/2015	Common Stock	112,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(11)	03/01/2018	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					(12)	04/02/2019	Common Stock	54,000
Non-Qualified Stock Option (right to buy)	\$ 55.71					(13)	04/01/2020	Common Stock	68,000
Restricted Stock Units -6	(3)					(14)	(5)	Common Stock	20,000

Restricted  
Stock Units -7

(3)

(15)

(5)

Common  
Stock 34,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN ROBERT HOLMES C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Finance & CFO	

## Signatures

Robert Holmes  
Swan

03/03/2014

\*\*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 64,025 shares of common stock in connection with the settlement of performance-based restricted stock units upon the company's achievement of certain performance criteria for the 2012/2013 period. 50% of the shares vested on the date of grant and the remainder will vest on 3/1/15.  
  
Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 15,625 shares of restricted stock granted to the Reporting Person on 3/1/10 (b) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/11 (c) 32,625 shares of restricted stock granted to the Reporting Person on 3/1/13 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) and (d) 32,013 shares of restricted stock granted to the Reporting Person on 3/1/14 (see footnote 1).
  - (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.  
  
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.
  - (3) 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.
  - (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
  - (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
  - (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
  - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
  - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
  - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
  - (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
  - (11) 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.

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The reporting person received 34,006 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 and 25% each (15) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.