

Andreessen Marc L
 Form 4
 February 03, 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 *
 Andreessen Marc 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)
 02/01/2012

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

(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

SAN JOSE, CA 95125

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,400	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	02/01/2012		A	388	<u>(1)</u>	02/01/2022 ⁽¹⁾	Common Stock	388
Deferred Stock Units	\$ 0					<u>(1)</u>	11/01/2018 ⁽¹⁾	Common Stock	17
Deferred Stock Units	\$ 0					<u>(1)</u>	02/01/2019 ⁽¹⁾	Common Stock	1,03
Deferred Stock Units	\$ 0					<u>(2)</u>	04/29/2019 ⁽²⁾	Common Stock	6,67
Deferred Stock Units	\$ 0					<u>(1)</u>	05/01/2019 ⁽¹⁾	Common Stock	75
Deferred Stock Units	\$ 0					<u>(1)</u>	08/01/2019 ⁽¹⁾	Common Stock	58
Deferred Stock Units	\$ 0					<u>(1)</u>	11/01/2019 ⁽¹⁾	Common Stock	56
Deferred Stock Units	\$ 0					<u>(1)</u>	02/01/2020 ⁽¹⁾	Common Stock	53
Deferred Stock Units	\$ 0					<u>(2)</u>	04/29/2020 ⁽²⁾	Common Stock	4,53
Deferred Stock Units	\$ 0					<u>(1)</u>	05/01/2020 ⁽¹⁾	Common Stock	52
Deferred Stock Units	\$ 0					<u>(1)</u>	08/01/2020 ⁽¹⁾	Common Stock	59
Deferred Stock Units	\$ 0					<u>(1)</u>	11/01/2020 ⁽¹⁾	Common Stock	42
Deferred Stock Units	\$ 0					<u>(1)</u>	02/01/2021 ⁽¹⁾	Common Stock	39
Deferred Stock Units	\$ 0					<u>(3)</u>	04/28/2021 ⁽³⁾	Common Stock	6,47
Deferred Stock Units	\$ 0					<u>(1)</u>	05/01/2021 ⁽¹⁾	Common Stock	36
	\$ 0					<u>(1)</u>	08/01/2021 ⁽¹⁾		37

Deferred Stock Units				Common Stock	
Deferred Stock Units	\$ 0	(1)	11/01/2021(1)	Common Stock	40
Deferred Stock Units	\$ 0	(4)	(4)	Common Stock	6,70
Non-Qualified Stock Option (right to buy)	\$ 16.47	(5)	04/29/2016	Common Stock	16,5
Non-Qualified Stock Option (right to buy)	\$ 24.24	(5)	04/29/2017	Common Stock	14,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreessen Marc L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125		X		

Signatures

Marc L.
Andreessen

02/03/2012

__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 reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.
- (2) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$110,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.
- (3) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$220,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.
- (4)

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The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2008 Equity Incentive Award Plan, which is a right to receive shares of common stock of the Issuer upon termination of service as a Director of the Company subject to the terms and conditions of the DSU Award Agreement. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, subject to the terms and conditions of the DSU Award Agreement.

- (5) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted options at the time of the Company's annual meeting of stockholders. The number of options granted is equal to the net present value of \$110,000, calculated using the Black-Scholes valuation methodology on the date of grant. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

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.