

Buhrdorf Ross
Form 4
July 05, 2011

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 *
Buhrdorf Ross

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1011 W. FIFTH STREET, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2011

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

AUSTIN, TX 78703

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 | 07/05/2011 | | S | | 46,175 | D | \$ 25.11 |
| Common Stock | 07/05/2011 | | C | | 6,228 | A | (1) |
| Series A Redeemable Preferred Stock | 07/05/2011 | | J(2) | | 1,236 | D | (2) 0 |
| Series B Redeemable Preferred | 07/05/2011 | | J(3) | | 68,511 | D | (3) 0 |

Stock

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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 19.97 | 02/10/2011 | | A | 75,000 | <u>(4)</u> 02/10/2021 | Common Stock | 75,000 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 07/05/2011 | | C | 6,228 | <u>(1)</u> <u>(1)</u> | Common Stock | 6,228 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Buhrdorf Ross 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703 | | | Chief Technology Officer | |

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Ross
Buhrdorf

07/05/2011

**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 Series C Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.

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(2) The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price equal to \$1.40 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$2,619.78.

(3) The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price equal to \$2.00 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$193,062.12.

(4) Vested as to 1/16th of the shares subject to the option on May 10, 2011 and as to 1/48th of the shares subject to the option each month thereafter.

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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