

EBAY INC

Form 4

April 28, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORRINGTON LORRIE M

(Last) (First) (Middle)

C/O EBAY INC., 2145 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)
04/27/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, eBay Marketplaces

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2009		S		36,479	D	\$ 16.6019 (1)
Common Stock	04/27/2009		M		15,870	A	\$ 11.35
Common Stock	04/27/2009		S		15,870	D	\$ 16.6002 (2)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 11.35	04/27/2009		M	15,870	<u>(3)</u>	06/14/2014	Common Stock	15,870
Incentive Stock Option (right to buy)	\$ 33.65					<u>(3)</u>	03/31/2015	Common Stock	5,900
Non-Qualified Option (right to buy)	\$ 28.15					<u>(4)</u>	09/01/2013	Common Stock	46,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u>	03/02/2016	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(6)</u>	03/03/2015	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 26.36					<u>(7)</u>	08/08/2015	Common Stock	70,000
Non-Qualified Stock Option (right to buy)	\$ 28.15					<u>(8)</u>	09/01/2013	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(9)</u>	03/01/2014	Common Stock	55,000
Non-Qualified Stock Option (right to buy)	\$ 33.65					<u>(3)</u>	03/31/2015	Common Stock	311,000
Non-Qualified Stock Option (right to buy)	\$ 38.62					<u>(10)</u>	09/09/2015	Common Stock	150,000

Restricted Stock Units (RSUs)	<u>(11)</u>	<u>(12)</u>	<u>(13)</u>	Common Stock	116
Restricted Stock Units -2	<u>(11)</u>	<u>(14)</u>	<u>(13)</u>	Common Stock	76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRINGTON LORRIE M C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			President, eBay Marketplaces	

Signatures

Lorrie M.
Norrington 04/28/2009

**Signature of Date
Reporting Person

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) Represents the weighted average price of shares sold at prices that ranged from \$16.60 to \$16.61.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$16.60 to \$16.6008.
- (3) The options were assumed in connection with the company's acquisition of Shopping.com, Inc. on 8/30/05. The options are fully vested.
- (4) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/16/09 and 1/48th per month thereafter.
- (8) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 02/28/06 and 1/48th per month thereafter.
- (11) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (12) The reporting person received restricted stock units of 175,000 shares subject to a three-year vesting schedule, vesting 33.34% on 3/1/09 and 33.33% annually thereafter.
- (13) Not Applicable.
- The reporting person received 76,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% each
- (14) 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.