

JACOBSON MICHAEL R
 Form 4
 February 01, 2011

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 *
JACOBSON MICHAEL R

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)
11/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Legal Affairs, GC & Sec

(Street)
SAN JOSE, CA 95125

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/12/2010		G	40,000 D \$ 0	389,930	D	
Common Stock	12/01/2010		G	40,000 D \$ 0	349,930	D	
Common Stock	01/28/2011		M	70,000 A \$ 14.5125	419,930	D	
Common Stock	01/28/2011		S	66,800 (1) D \$ 30.5113 (2)	353,130	D	
Common Stock	01/28/2011		S	3,200 (1) D \$ 31.1461	349,930	D	

(3)

Common Stock 7,914 I by Partnership

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

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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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (right to buy)	\$ 14.5125	01/28/2011		M	70,000	<u>(4)</u> 02/12/2012	Common Stock 70,
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u> 03/02/2016	Common Stock 91,
Non-Qualified Stock Option (right to buy)	\$ 19.3875					<u>(6)</u> 03/03/2013	Common Stock 500
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(7)</u> 03/01/2017	Common Stock 100
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(8)</u> 03/03/2015	Common Stock 91,
Restricted Stock Units (RSUs)	<u>(9)</u>					<u>(10)</u> <u>(11)</u>	Common Stock 41,
Restricted Stock Units -2	<u>(9)</u>					<u>(12)</u> <u>(11)</u>	Common Stock 49,
Restricted Stock Units -4	<u>(9)</u>					<u>(13)</u> <u>(11)</u>	Common Stock 4,0
	<u>(9)</u>					<u>(14)</u> <u>(11)</u>	15,

Restricted
Stock Units -5

Common
Stock

Restricted
Stock Units -6 (9)

(15)

(11)

Common
Stock 25,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MICHAEL R C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			SVP, Legal Affairs, GC & Sec	

Signatures

Michael Richard
Jacobson 01/31/2011

 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$30.11 to \$31.11.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$31.12 to \$31.19.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th 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 9/01/03 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (10) The reporting person received restricted stock units of 125,000 shares subject to a three-year vesting schedule, vesting 1/3 on 3/1/09 and 1/3 annually thereafter.
- (11) Not Applicable.
The reporting person received 66,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 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.
- (13) The reporting person received 8,148 restricted stock units subject to a two-year vesting schedule, vesting 50% on 9/11/10 and 50% on 9/11/11. 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.
- (14) The reporting person received 22,892 restricted stock units subject to a three-year vesting schedule, vesting 33.34% on 9/11/10, 33.33% on 9/11/11 and 33.33% on 9/11/12. 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.
- (15)

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The reporting person received 25,000 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.

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.