Axelrod Elizabeth L Form 4 April 04, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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).

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 * Axelrod Elizabeth L

2. Issuer Name and Ticker or Trading Symbol

Issuer

EBAY INC [EBAY]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 04/02/2012

C/O EBAY INC., 2145 HAMILTON **AVE**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP, Human Resources

below)

Person

below)

Director

X_ Officer (give title

SAN JOSE, CA 95125

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

225,771

or Code V Amount (D) Price

(A)

Common Stock

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) of Disposed of (I (Instr. 3, 4, and 5)	Expiration I (Month/Day or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Am Nui Sha	
Non-Qualified Stock Option (right to buy)	\$ 36.59	04/02/2012		A	36,000	<u>(1)</u>	04/02/2019	Common Stock	36	
Restricted Stock Units -6	(2)	04/02/2012		A	108,000	(3)	<u>(4)</u>	Common Stock	10	
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)	\$ 23.88					<u>(6)</u>	03/01/2017	Common Stock	15	
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(7)</u>	03/03/2015	Common Stock	91	
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(8)</u>	03/01/2014	Common Stock	14	
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(9)</u>	03/01/2018	Common Stock	75	
Non-Qualified Stock Option (right to buy)	\$ 35.16					(10)	04/08/2015	Common Stock	70	
Non-Qualified Stock Option (right to buy)	\$ 39.9					(11)	03/01/2013	Common Stock	12	
Restricted Stock Units -3	<u>(2)</u>					(12)	<u>(4)</u>	Common Stock	25	
Restricted Stock Units -4	<u>(2)</u>					(13)	<u>(4)</u>	Common Stock	18	
Restricted Stock Units -5	<u>(2)</u>					(14)	<u>(4)</u>	Common Stock	14	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Axelrod Elizabeth L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125

SVP, Human Resources

Signatures

By: Brian Levey For: Elizabeth L. Axelrod

04/04/2012

**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 option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- The reporting person received 108,000 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.
- (4) Not Applicable.
- (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 9/1/10 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 9/1/07 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- The reporting person received 101,000 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.
- The reporting person received 37,500 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.
- The reporting person received 18,750 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.

Remarks:

In addition to the equity grants described above, the compensation committee has approved additional performance-based rest 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.

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