Shepherd Carl Gordon Form 4 December 11, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Adda Shepherd Carl	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(coord on approximate)		
1011 W. FIFT	H STREET,	SUITE	(Month/Day/Year) 12/07/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Strategy & Dev. Officer		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group			
AUSTIN, TX 78703			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)
Common Stock	12/07/2012		M	23,666	A	\$ 8.1	472,366	D	
Common Stock	12/07/2012		S <u>(1)</u>	23,666	D	\$ 20.0369 (2)	448,700	D	
Common Stock	12/07/2012		S <u>(1)</u>	24,400	D	\$ 20.0348 (2)	424,300	D	
Common Stock	12/10/2012		M	5,087	A	\$ 8.1	429,387	D	
	12/10/2012		S <u>(1)</u>	5,087	D		424,300	D	

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Common Stock \$ 20.0216 $\frac{3}{3}$ \$ Common Stock $S_{\underline{(1)}} = 4{,}000 = D = 20.0275 = 420{,}300 = D = 0.0275 =$

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)		1 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 8.1	12/07/2012		M	23,666	<u>(4)</u>	01/29/2018	Common Stock	23,666	
Stock Options	\$ 8.1	12/10/2012		M	5,087	<u>(4)</u>	01/29/2018	Common Stock	5,087	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
Shepherd Carl Gordon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		Chief Strategy & Dev. Officer				

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Carl Shepherd 12/11/2012

**Signature of Reporting Person Date

Reporting Owners 2

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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 and \$20.26.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.09
- (4) The Option is fully vested as of December 29, 2010.

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.