Buhrdorf Ross Form 5 February 14, 2013

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: January 31, 2005

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **Buhrdorf Ross** Symbol HOMEAWAY INC [AWAY] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner 12/31/2012 X _ Officer (give title Other (specify below) below) 1011 W. FIFTH STREET, SUITE Chief Technology Officer 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

AUSTIN, TXÂ 78703

(State)

(Zip)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

		Table 1 - Non-Delivative Securities Acquired, Disposed of, or Deficiently 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) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2012	Â	M4	17,500	A	\$ 8.1	126,297 (1)	D	Â
Common Stock	09/25/2012	Â	S4(2)	17,500 I	D	\$ 24.5723	108,797 (1)	D	Â

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

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

SEC 2270 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative		•		Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date	Expiration	Title	or Number	
						Exercisable	Date	Title	of	
					(A) (D)					
					(A) (D)				Shares	

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Reporting Owners

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

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Ross Buhrdorf 02/14/2013

**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) Updated holdings for transaction originally reported on August 27, 2012 to correct miscalculation of the amount of securities beneficially owned following such previously reported transaction.
- Transaction pursuant to a trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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