Krone Kevin Form 4 May 01, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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 Address of Reporting Person * Krone Kevin

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HOMEAWAY INC [AWAY]

(Check all applicable)

(Last)

(First)

(Street)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Other (specify Officer (give title

1011 W. 5TH STREET, SUITE #300 04/29/2013

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

below)

AUSTIN, TX 78703

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Following

Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options	\$ 30.71	04/29/2013	A	18,677	05/29/2013(1)	04/29/2013	Common Stock	18,6
Restricted Stock Units (RSU)	<u>(2)</u>	04/29/2013	A	3,540	(2)	(2)	Common Stock	3,54

Reporting Owners

Reporting Owner Name / Address	Relationships				
Fg - m	Director	10% Owner	Officer	Other	
Krone Kevin 1011 W. 5TH STREET SUITE #300 AUSTIN, TX 78703	X				

Signatures

Melissa Fruge as Attorney-In-Fact for Kevin Krone 05/01/2013

**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).
- Thirty-three and one-third percent (33?%) of the Shares subject to the Restricted Stock Unit shall vest one year after the corresponding day of the third month following the Vesting Commencement Date, and an additional thirty-three and one-third percent (33?%) of the Shares subject to the Restricted Stock Unit shall vest annually thereafter, until all the Shares are vested, subject to the Participant continuing to be a Service Provider on such dates.
- One thirty-sixth (1/36th) of the Shares subject to the Option shall vest and become exercisable on the corresponding day of each month (2) following the Vesting Commencement Date, or to the extent such a month does not have the corresponding day, on the last day of any such month, until all the Shares are vested and exercisable, subject to Optionee's continuing to be a Service Provider on such dates.

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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