

SHARPLES BRIAN
Form 4
May 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
SHARPLES BRIAN

(Last) (First) (Middle)

1011 W. FIFTH STREET, SUITE 300

(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2013		S ⁽¹⁵⁾		35,024	D	\$ 29.9087 <u>(13)</u>	705,465	I	By Moose Pond Investments, LP ⁽¹⁾
Common Stock	05/01/2013		S ⁽¹⁵⁾		2,000	D	\$ 30.266 <u>(14)</u>	703,465	I	By Moose Pond Investments, LP ⁽¹⁾
Common Stock	05/01/2013		S ⁽¹⁵⁾		1,706	D	\$ 29.9211 <u>(13)</u>	61,488	I	Sharples 2012 Irrevocable Trust DTD

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Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	100	D	\$ 30.26	61,388	I	12/10/2012 FBO Chloe Marie Sharples ⁽²⁾ Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples ⁽²⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	1,706	D	\$ 29.8901 <u>(13)</u>	61,488	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples ⁽³⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	100	D	\$ 30.26	61,388	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples ⁽³⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	1,806	D	\$ 29.9412 <u>(16)</u>	61,388	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples ⁽⁴⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	9,024	D	\$ 29.9089 <u>(17)</u>	181,452	I	By Sharples Venture Partners, LP ⁽⁵⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	500	D	\$ 30.274 <u>(19)</u>	180,952	I	By Sharples Venture Partners, LP ⁽⁵⁾
Common Stock	05/01/2013	<u>S⁽¹⁵⁾</u>	2,590	D	\$ 29.9142	101,251	D	

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(18)

Common Stock	05/01/2013		S ⁽¹⁵⁾	100	D	\$ 30.38	101,151	D	
Common Stock							11,402	I	By the Chloe Marie Sharples 1998 Trust ⁽⁶⁾
Common Stock							11,402	I	By the Emma Jette Sharples 2002 Trust ⁽⁷⁾
Common Stock							11,403	I	By the Hawken Drake Sharples 2009 Trust ⁽²⁰⁾

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 Securities (Instr. 3 and 4)	8. Price or Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 30.43					⁽¹²⁾ 03/05/2023	Common Stock	162,025
Stock Option	\$ 19.97					⁽¹⁰⁾ 02/10/2021	Common Stock	712,000
Stock Option	\$ 8.1					⁽⁸⁾ 01/30/2018	Common Stock	126,262

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shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of 04/01/2017

- (13) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$29.24 to \$30.23.
- (14) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$30.25 to \$30.34. ..
- (15) Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.
- (16) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$29.37 to \$30.30.
- (17) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$29.24 to \$30.22.
- (18) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$ 29.33 to \$30.23.
- (19) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$30.25 to \$30.30.
- (20) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.

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.