Shepherd Carl Gordon Form 4 May 03, 2013

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287 Expired: January 31,

Expires: 2005
Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(C:+-)

(Print or Type Responses)

(Ctata)

(7:n)

1. Name and Address of Reporting Person * Shepherd Carl Gordon			2. Issuer Name <b>and</b> Ticker or Trading Symbol HOMEAWAY INC [AWAY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1011 W. FIFTH STREET, SUITE			05/01/2013	X Officer (give title Other (specif		
300				below) below) Chief Strategy & Dev. Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
AUSTIN, TX	X 78703			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities Acqui	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acord Disposed of	(D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and	5)	Beneficially Owned	Form: Direct (D)	Beneficial Ownership
		(Monar Buy Tour)	(Instr. 0)			Following	or Indirect	(Instr. 4)
				(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	or Amount (D)	Price	(Instr. 3 and 4)	(IIISU. 4)	
Common Stock	05/01/2013		S(6)	10,000 D	\$ 30.2503 (5)	379,845	D	

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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title and 2 Underlying 9 (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	(1)					(3)	<u>(3)</u>	Common Stock	9,938
Stock Option	\$ 30.43					<u>(4)</u>	03/05/2023	Common Stock	55,696
Stock Options	\$ 25.54					(2)	03/27/2022	Common	52,848
Stock Options	\$ 19.97					(2)	02/10/2021	Common Stock	100,000
Stock Options	\$ 13.49					(2)	11/13/2019	Common Stock	63,886

## **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 as Attorney-in-Fact for Carl Shepherd 05/03/2013

\*\*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) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (2) Vested as to 1/16th of the shares subject to the option three months following the date of grant and as to 1/48th of the shares subject to the option each month thereafter.
- (3) Vests in sixteen (16) equal quarterly installments beginning September 1, 2012. Shares will be delivered on the vesting date.
- (4) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option

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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

- (5) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$30.08 to \$30.42.
- (6) Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.

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.