JACOBSON MICHAEL R

Form 4

March 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

OMB APPROVAL

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1. Name and Address of Reporting Person * JACOBSON MICHAEL R		2. Issuer Name and Ticker or Trading Symbol EBAY INC [EBAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check an appheasie)		
C/O EBAY INC., 2145 HAI AVE	MILTON	(Month/Day/Year) 03/01/2012	Director 10% OwnerX Officer (give title Other (specify below) SVP, Legal Affairs, GC & Sec		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN JOSE, CA 95125		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	ole I - Non-	Derivative	Secu	rities Acqui	red, 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)	Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and 3	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)
Common Stock	03/01/2012		Code V M	Amount 60,000	(D)	Price \$ 19.3875	468,648	D	
Common Stock	03/01/2012		S	60,000 (1)	D	\$ 36.3289 (2)	408,648	D	
Common Stock	03/01/2012		M	28,108	A	\$ 0	436,756	D	
Common Stock	03/01/2012		A	32,750 (3)	A	\$ 0	469,506	D	
Common Stock	03/01/2012		F	23,879 (4)	D	\$ 36.37	445,627	D	

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Transaction Date 3A. Deemed 4. 5. Number onth/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired or Dispose (D) (Instr. 3, and 5)		ative ities ared (A) sposed of3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Non-Qualified Stock Option (right to buy)	\$ 19.3875	03/01/2012		M		60,000	<u>(5)</u>	03/03/2013	Common Stock	60,
Restricted Stock Units -2	<u>(6)</u>	03/01/2012		M		16,500	<u>(7)</u>	<u>(8)</u>	Common Stock	16,
Restricted Stock Units -6	<u>(6)</u>	03/01/2012		M		6,250	<u>(9)</u>	(8)	Common Stock	6,2
Restricted Stock Units -7	<u>(6)</u>	03/01/2012		M		5,358	(10)	<u>(8)</u>	Common Stock	5,3
Non-Qualified Stock Option (right to buy)	\$ 10.5						<u>(11)</u>	03/02/2016	Common Stock	91,
Non-Qualified Stock Option (right to buy)	\$ 23.88						(12)	03/01/2017	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 25.85						(13)	03/03/2015	Common Stock	91,
Non-Qualified Stock Option (right to buy)	\$ 32.29						(14)	03/01/2018	Common Stock	85,
Restricted Stock Units -5	<u>(6)</u>						(15)	<u>(8)</u>	Common Stock	7,6

Reporting Owners

Reporting Owners

Relationships

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Director 10% Owner Officer Other

JACOBSON MICHAEL R C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125

SVP, Legal Affairs, GC & Sec

Signatures

Michael Richard Jacobson 03/02/2012

**Signature of Reporting Date

Person

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$35.83 to \$36.50.
- The reporting person was granted 32,750 shares of common stock as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/13.
 - Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 16,500 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 6,250 shares of restricted stock granted to the Reporting Person on 3/1/10 and (c) 6,666
- shares of restricted stock granted to the Reporting Person on 3/1/2011 as a result of the company's achievement of certain performance criteria for 2009/2010 (the award was originally allocated to the reporting person as performance-based restricted stock units (d) 5,358 shares of restricted stock granted to the Reporting Person on 3/1/11 and (e) 16,375 shares of restricted stock granted to the Reporting Person on 3/1/12 (see footnote 3).
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
- (6) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- The reporting person received 66,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted
- stock units that have vested.
- (8) Not Applicable.
- The reporting person received 25,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- The reporting person received 21,430 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/12 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- The reporting person received 22,892 restricted stock units subject to a three-year vesting schedule, vesting 33.34% on 9/11/10, 33.33% on 9/11/11 and 33.33% on 9/11/12. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

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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