Donahoe John J Form 4 May 06, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549 Number:

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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 * Donahoe John J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EBAY INC [EBAY]

(7:-

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

(Check all applicable)

C/O EBAY INC., 2145 HAMILTON **AVE**

(State)

05/05/2011

below) President, CEO & Director

(Street) 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

6. Individual or Joint/Group Filing(Check

Person

SAN JOSE, CA 95125

(C:+-)

| (City) | (State) | 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. Transactio Code (Instr. 8) | 4. Securit for Dispos (Instr. 3, 4 | ed of (| ` ' | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 05/05/2011 | | S | 8,750 (1) | D | \$ 32.7 | 279,404 | D | |
| Common Stock | 05/05/2011 | | M | 53,000 | A | \$ 25.85 | 332,404 | D | |
| Common Stock | 05/05/2011 | | S | 51,467 (1) | D | \$ 33.0859 (2) | 280,937 | D | |

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

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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 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) | orDeri Secu Acqı or D (D) | urities uired (A) isposed of r. 3, 4, | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securit |
|---|---|---|---|--|---------------------------------------|---------------------------------------|---|--------------------|---|---------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Share |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | 05/05/2011 | | M | | 53,000 | <u>(3)</u> | 03/03/2015 | Common Stock | 53 |
| Non-Qualified Option (right to buy) | \$ 25.85 | | | | | | <u>(4)</u> | 03/03/2015 | Common Stock | 25 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | | <u>(5)</u> | 03/02/2016 | Common Stock | 58: |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | | <u>(6)</u> | 03/01/2017 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 24.93 | | | | | | <u>(4)</u> | 09/01/2015 | Common Stock | 25 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | | <u>(7)</u> | 03/01/2014 | Common Stock | 26 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | | (8) | 03/01/2018 | Common Stock | 354 |
| Non-Qualified Stock Option (right to buy) | \$ 35.5 | | | | | | <u>(9)</u> | 03/25/2015 | Common Stock | 1,00 |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | | (10) | 03/01/2013 | Common Stock | 350 |
| Restricted Stock Units -1 | (11) | | | | | | (12) | (13) | Common Stock | 60 |
| | <u>(11)</u> | | | | | | (14) | (13) | | 97 |

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| Restricted Stock Units -2 | | | | Common Stock | |
|------------------------------|-------------|-------------|------|-----------------|----|
| Restricted Stock Units -4 | <u>(11)</u> | <u>(15)</u> | (13) | Common Stock | 18 |
| Restricted Stock Units -5 | <u>(11)</u> | <u>(16)</u> | (13) | Common Stock | 9. |
| Restricted Stock Units -6 | (11) | <u>(17)</u> | (13) | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------------------------|-------|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | |
| Donahoe John J C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | X | | President, CEO & Director | | | |

Signatures

John Joseph
Donahoe

**Signature of Reporting Person

Donahoe

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) 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 \$33.00 to \$33.31.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 09/30/08 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (9) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (10) The option grant is subject to a five-year vesting schedule, vesting 30% on 3/1/09, vesting an incremental 30% on 3/1/10 and vesting the remaining 40% on 3/1/11.
- (11) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (12) The reporting person received restricted stock units of 150,000 shares subject to a five-year vesting schedule, vesting 30% on 3/1/10, vesting an incremental 30% on 3/1/11 and vesting the remaining 40% on 3/1/12.
- (13) Not Applicable.
- The reporting person received restricted stock units of 193,423 shares subject to a four-year vesting schedule, vesting 25% on 03/01/09 and 25% annually thereafter.

Reporting Owners 3

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- The reporting person received 377,425 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% (15) 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 125,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 and 25% (16) 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 88,262 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.

Remarks:

a currently valid OMB number.

In addition, Table I, Columun 5, includes 851 shares acquired under eBay's Employee Stock Purchase Plan on April 29, 2011. 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