

Bene Stephen G
 Form 4
 November 20, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Bene Stephen G

(Last) (First) (Middle)

C/O ELECTRONIC ARTS
 INC., 209 REDWOOD SHORES
 PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ELECTRONIC ARTS INC. [ERTS]

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

11/19/2009

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)
 SVP and General Counsel

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying S
------------------------	---------------	--------------------------------------	-------------------------------	----------------	-------------------------	---	---------------------------

Edgar Filing: Bene Stephen G - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 31.315	11/19/2009	D		30,000		<u>(2)</u>	10/07/2012	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 37.46	11/19/2009	D		20,000		<u>(2)</u>	06/20/2013	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 45.33	11/19/2009	D		20,000		<u>(2)</u>	10/05/2014	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 48.785	11/19/2009	D		24,000		<u>(2)</u>	10/24/2013	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 49.71	11/19/2009	D		29,400		<u>(3)</u>	06/18/2017	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 51.64	11/19/2009	D		21,000		<u>(4)</u>	08/16/2016	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 52.03	11/19/2009	D		31,500		<u>(3)</u>	03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 64.92	11/19/2009	D		50,000		<u>(2)</u>	03/01/2015	Common Stock
Restricted Stock Units <u>(5)</u>	<u>(6)</u>	11/19/2009	A		6,578		<u>(7)</u>	11/10/2010	Common Stock
Restricted Stock Units <u>(5)</u>	<u>(6)</u>	11/19/2009	A		8,333		<u>(7)</u>	11/10/2010	Common Stock
Restricted Stock Units <u>(5)</u>	<u>(6)</u>	11/19/2009	A		6,451		<u>(7)</u>	11/10/2010	Common Stock

Edgar Filing: Bene Stephen G - Form 4

Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	5,853	<u>(7)</u>	11/10/2010	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	5,714	<u>(7)</u>	11/10/2010	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	6,578	<u>(7)</u>	11/10/2010	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	13,363	<u>(8)</u>	11/10/2011	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	8,400	<u>(8)</u>	11/10/2011	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	11/19/2009	A	11,666	<u>(8)</u>	11/10/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bene Stephen G
 C/O ELECTRONIC ARTS INC.
 209 REDWOOD SHORES PARKWAY
 REDWOOD CITY, CA 94065

SVP and General Counsel

Signatures

Flora B. Lee, Attorney-in-Fact for: Stephen G.
 Bene

11/20/2009

 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) Represents employee stock options cancelled pursuant to Electronic Arts offer to exchange described in Schedule TO-I, filed October 21, 2009 (the Exchange Offer).
- (2) Option is 100% vested.
- (3) Option vested and became exercisable as to 24% on the first day of the month that contains the one year anniversary of the grant date, and an additional 2% on the first day of the next 38 months thereafter.
- (4) Option vested and became exercisable as to 25% each year from vest date for 4 years.
- (5) Represents restricted stock units granted pursuant to Electronic Arts offer to exchange described in Schedule TO-I, filed October 21, 2009 (the Exchange Offer).
- (6) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (7) Restricted stock units vest as to 100%, 12 months from November 10, 2009.
- (8) Restricted stock units vest as to 50%, 12 months from November 10, 2009, and then vest as to the remaining 50%, 24 months from November 10, 2009.

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.