

EBAY INC
Form 4
February 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
SWAN ROBERT HOLMES

(Last) (First) (Middle)

C/O EBAY INC., 2065 HAMILTON AVE.

(Street)

SAN JOSE, CA 95125

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2015

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, Finance & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2015 | | M | V | 17,750 A \$ 25.85 | 452,750 | D |
| Common Stock | 02/20/2015 | | M | V | 56,250 A \$ 26.36 | 509,000 | D |
| Common Stock | 02/20/2015 | | S | V | 74,000 (1) D \$ 58 | 435,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | 02/20/2015 | | M | 17,750 | <u>(2)</u> | 03/03/2015 | Common Stock | 17,750 |
| Non-Qualified Stock Option (right to buy) | \$ 26.36 | 02/20/2015 | | M | 56,250 | <u>(3)</u> | 08/08/2015 | Common Stock | 56,250 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | <u>(4)</u> | 03/02/2016 | Common Stock | 91,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.19 | | | | | <u>(3)</u> | 02/13/2016 | Common Stock | 112,000 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | <u>(5)</u> | 03/01/2017 | Common Stock | 225,000 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | <u>(6)</u> | 03/01/2018 | Common Stock | 150,000 |
| Non-Qualified Stock Option (right to buy) | \$ 36.59 | | | | | <u>(7)</u> | 04/02/2019 | Common Stock | 54,000 |
| Non-Qualified Stock Option (right to buy) | \$ 53.015 | | | | | <u>(8)</u> | 01/15/2022 | Common Stock | 42,000 |
| Non-Qualified Stock Option (right to buy) | \$ 55.71 | | | | | <u>(9)</u> | 04/01/2020 | Common Stock | 68,000 |
| Non-Qualified Stock Option (right to buy) | \$ 56.04 | | | | | <u>(10)</u> | 04/01/2021 | Common Stock | 61,000 |
| | <u>(13)</u> | | | | | <u>(11)</u> | <u>(12)</u> | | 9,300 |

| | | | | | |
|------------------------------|------|--|------|-----------------|---------------------|
| Restricted Stock Units -5 | | | | Common Stock | |
| Restricted Stock Units -6 | (13) | | (14) | (12) | Common Stock 13, |
| Restricted Stock Units -7 | (13) | | (15) | (12) | Common Stock 25, |
| Restricted Stock Units -8 | (13) | | (16) | (12) | Common Stock 30, |
| Restricted Stock Units -9 | (13) | | (17) | (12) | Common Stock 21, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWAN ROBERT HOLMES C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125 | | | SVP, Finance & CFO | |

Signatures

Robert Holmes
Swan

02/24/2015

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.

The reporting person received 37,500 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.

(12) Not Applicable.

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(13) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 27,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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.

(14) The reporting person received 34,006 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.

(15) The reporting person received 30,941 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.

(16) The reporting person received 21,429 restricted stock units subject to a four-year vesting schedule, vesting 25% on 1/15/16 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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