

WHITMAN MARGARET C
Form 4
March 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
WHITMAN MARGARET C

(Last) (First) (Middle)

C/O EBAY INC., 2145 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)
03/03/2008

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)
President, CEO & Director

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/03/2008 | | A | | 23,954 (1) \$ 0 | A | 3,983,954 D |
| Common Stock | 03/03/2008 | | F | | 5,480 \$ 25.85 | D | 3,978,474 D |
| Common Stock | | | | | 9,584 | I | by Partnership I (2) |
| Common Stock | | | | | 2,490,000 | I | by Partnership II (3) |
| | | | | | 18,415,934 | I | by Trust (4) |

Common
Stock

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

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(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) | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 22.02 | | | | | (5) 03/18/2013 | Common Stock 640,000 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (6) 03/01/2014 | Common Stock 560,000 |
| Non-Qualified Stock Option (right to buy) | \$ 34.615 | | | | | (7) 03/01/2014 | Common Stock 1,200,000 |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | (8) 03/01/2013 | Common Stock 500,000 |
| Non-Qualified Stock Option (right to buy) | \$ 42.58 | | | | | (9) 03/01/2015 | Common Stock 550,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMAN MARGARET C C/O EBAY INC. | X | | President, CEO & Director | |

2145 HAMILTON AVE
SAN JOSE, CA 95125

Signatures

By: Brian Levey For: Margaret C.
Whitman

03/05/2008

__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 reporting person was granted 23,954 shares of common stock as a result of the company's achievement of certain performance criteria for 2007 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares were vested on the date of grant, and the remainder will vest on the first business day of March 2009. (assuming eligibility requirements have been met).

(2) The Managing General Partner for Whitford Limited Partnership is Griffith R. Harsh IV, not individually but as trustee of Sweetwater Trust U/A/D 10/15/99.

(3) The Managing General Partner for Sheridan Investments Limited Partnership is Griffith R. Harsh IV, not individually but as trustee of Sweetwater Trust U/A/D 10/15/99.

(4) The amount set forth represents 9,963,300 shares of common stock held by Griffith R. Harsh, IV & Margaret C. Whitman TTEES of Sweetwater Trust U/A/D 10/15/99, 1,226,317 shares held by each of the Griffith R. Harsh, IV, TTEE, GRH March 2006 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW March 2006 Two Year GRAT, and 3,000,000 shares held by each of the Griffith R. Harsh, IV, TTEE, GRH March 2007 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW March 2007 Two Year GRAT. The foregoing reflects transfers among trusts that were exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since they did not result in any change in Ms. Whitman's pecuniary interest.

(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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.

(7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.

(8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.

(9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.

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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