HOMEAWAY INC Form 4 August 05, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

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 Repor Atchison Rebecca Lynn	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)	(Last) (First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)		
1011 W. FIFTH STREET 300	,	(Month/Day/Year) 08/01/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
AUSTIN, TX 78703	(Zip)		Form filed by More than One Reporting Person		

(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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			Code V	(A o Amount (D	r	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	08/01/2013		S(10)	17,500 D	30.0526 (5)	50,475	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 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)

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 30.43					<u>(4)</u>	03/05/2023	Common Stock	55,696	
Stock Option	\$ 2.06					<u>(6)</u>	01/29/2017	Common Stock	46,200	
Stock Option	\$ 25.54					(2)	03/27/2022	Common Stock	56,844	
Stock Option	\$ 19.97					(3)	02/10/2021	Common Stock	100,000	
Stock Option	\$ 13.49					<u>(1)</u>	11/13/2019	Common Stock	100,000	
Stock Option	\$ 8.1					<u>(9)</u>	01/29/2018	Common Stock	96,483	
Restricted Stock	<u>(7)</u>					<u>(8)</u>	(8)	Common Stock	106,888	

Reporting Owners

Reporting Owner Name / Address	Ketauonsnips					
	Director	10% Owner	Officer	Other		

Atchison Rebecca Lynn

1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703

Chief Financial Officer

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Lynn 08/05/2013 Atchison

> **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)** 26% vest on December 30, 2012 and 74% vest one year from vest date.

Reporting Owners 2

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- (2) Vested as to 1/16th of the shares subject to the option three months following the date of grant and as to 1/48th of the shares subject to the option each month thereafter.
- (3) Exercisable in thirty-six (36) equal monthly installments.
- (4) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of 06/01/2017
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$29.85 to \$30.27. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (6) This option fully vested as of January 31, 2011.
- (7) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (8) 6.25% vest quarterly beginning on 09.01.2012 until final vest on 06.01.2016
- (9) This option fully vested as of December 10, 2010.
- (10) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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.