

Donahoe John J  
Form 4  
April 04, 2012

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Donahoe John J

(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)

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 and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 426,780                                                                                                            | D                                                                    |                                                                   |

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  
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SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                               |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 36.59                                                           | 04/02/2012                              |                                                             | A                                    |                                                                                                           | 170,068                                                        |     | <u>(1)</u>                                                     | 04/02/2019         | Common<br>Stock | 1,000,000                     |
| Restricted<br>Stock Units -7                        | <u>(2)</u>                                                         | 04/02/2012                              |                                                             | A                                    |                                                                                                           | 81,989                                                         |     | <u>(3)</u>                                                     | <u>(4)</u>         | Common<br>Stock | 81,989                        |
| Non-Qualified<br>Option (right<br>to buy)           | \$ 25.85                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(5)</u>                                                     | 03/03/2015         | Common<br>Stock | 2,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 10.5                                                            |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(6)</u>                                                     | 03/02/2016         | Common<br>Stock | 500,000                       |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.88                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(7)</u>                                                     | 03/01/2017         | Common<br>Stock | 500,000                       |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 24.93                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(5)</u>                                                     | 09/01/2015         | Common<br>Stock | 2,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.85                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(8)</u>                                                     | 03/03/2015         | Common<br>Stock | 2,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 31.93                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(9)</u>                                                     | 03/01/2014         | Common<br>Stock | 2,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 32.29                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(10)</u>                                                    | 03/01/2018         | Common<br>Stock | 3,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 35.5                                                            |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(11)</u>                                                    | 03/25/2015         | Common<br>Stock | 1,000,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 39.9                                                            |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(12)</u>                                                    | 03/01/2013         | Common<br>Stock | 3,000,000                     |
| Restricted<br>Stock Units -4                        | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(13)</u>                                                    | <u>(4)</u>         | Common<br>Stock | 9,000,000                     |
| Restricted<br>Stock Units -5                        | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                           |                                                                |     | <u>(14)</u>                                                    | <u>(4)</u>         | Common<br>Stock | 6,000,000                     |

Restricted  
Stock Units -6

(2)

(15)

(4)

Common  
Stock

6

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                   |       |
|----------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                            | Director      | 10% Owner | Officer           | Other |
| Donahoe John J<br>C/O EBAY INC.<br>2145 HAMILTON AVE<br>SAN JOSE, CA 95125 | X             |           | President and CEO |       |

## Signatures

John Joseph  
Donahoe

04/04/2012

\_\_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 option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (3) The reporting person received 81,989 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.
- (4) Not Applicable.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 09/30/08 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (11) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (12) 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.
- (13) The reporting person received 377,425 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 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 125,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 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 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:**

In addition to the equity grants described above, the compensation committee has approved: (1) performance-based restricted s

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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