

Axelrod Elizabeth L
Form 4
March 05, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Axelrod Elizabeth L

(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)
03/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	03/01/2013		M	39,313	A \$ 0	205,103	D
Common Stock	03/01/2013		A	32,625 (1)	A \$ 0	237,728	D
Common Stock	03/01/2013		F	41,845 (2)	D \$ 54.9	195,883	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
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units -3	(3)	03/01/2013		M		25,250		(4)	(5)	Common Stock	25,250
Restricted Stock Units -4	(3)	03/01/2013		M		9,375		(6)	(5)	Common Stock	9,375
Restricted Stock Units -5	(3)	03/01/2013		M		4,688		(7)	(5)	Common Stock	4,688
Non-Qualified Stock Option (right to buy)	\$ 10.5							(8)	03/02/2016	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 23.88							(9)	03/01/2017	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 31.93							(10)	03/01/2014	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 32.29							(11)	03/01/2018	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 35.16							(12)	04/08/2015	Common Stock	600,000
Non-Qualified Stock Option (right to buy)	\$ 36.59							(13)	04/02/2019	Common Stock	36,000
Restricted Stock Units -6	(3)							(14)	(5)	Common Stock	108,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Axelrod Elizabeth L
C/O EBAY INC.
2145 HAMILTON AVE
SAN JOSE, CA 95125

SVP, Human Resources

Signatures

Elizabeth Lynn
Axelrod

03/04/2013

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 32,625 shares of common stock as a result of the company's achievement of certain performance criteria for 2011/2012 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/14.

Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 25,250 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/10 (c) 4,688 shares of restricted stock granted to the Reporting Person on 3/1/11 (d) 24,562 shares of restricted stock granted to the Reporting Person on 3/1/12 as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units (e) and 16,313 shares of restricted stock granted to the Reporting Person on 3/1/13 (see footnote 1).
 - (2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 25,250 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/10 (c) 4,688 shares of restricted stock granted to the Reporting Person on 3/1/11 (d) 24,562 shares of restricted stock granted to the Reporting Person on 3/1/12 as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units (e) and 16,313 shares of restricted stock granted to the Reporting Person on 3/1/13 (see footnote 1).
 - (3) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 101,000 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.
 - (4) Not Applicable.

The reporting person received 37,500 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.
 - (5) Not Applicable.

The reporting person received 18,750 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.
 - (6) The reporting person received 101,000 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.
 - (7) The reporting person received 37,500 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.
 - (8) The reporting person received 18,750 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.
 - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
 - (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
 - (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
 - (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
 - (13) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
 - (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.

The reporting person received 108,000 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.

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.