

HOMEAWAY INC
Form 4
July 02, 2013

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 *
Buhrdorf Ross

(Last) (First) (Middle)
1011 W. FIFTH STREET, SUITE 300
(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technology Officer

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 | (D) | Price |
| Common Stock | 07/01/2013 | | M | | 7,175 | A | \$ 13.49 |
| Common Stock | 07/01/2013 | | S(1) | | 7,175 | D | \$ 32.4253 |
| | | | | | | | (8) |

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

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SEC 1474
(9-02)

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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 of Number of Shares |
| Stock Options | \$ 13.49 | 07/01/2013 | | M | 7,175 | 12/31/2011 | 11/13/2019 | Common Stock | 7,175 |
| Stock Options | \$ 0.01 | | | | | (2) | 07/22/2015 | Common Stock | 125,000 |
| Stock Options | \$ 19.97 | | | | | (3) | 02/10/2021 | Common Stock | 75,000 |
| Stock Options | \$ 25.54 | | | | | (4) | 03/27/2022 | Common Stock | 59,792 |
| Stock Options | \$ 30.43 | | | | | (5) | 03/05/2023 | Common Stock | 55,696 |
| Restricted Stock Units | (6) | | | | | (7) | (7) | Common Stock | 10,379 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Buhrdorf Ross 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703 | | | Chief Technology Officer | |

Signatures

Melissa Fruge as Attorney-In-Fact for Ross
Buhrdorf

07/02/2013

**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) Transaction pursuant to a Section 10b-5 Plan adopted by the reporting person.
- (2) Fully vested as of 07/18/2009.

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- (3) 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 shares of Common Stock subject to the option 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 02/10/2015.
- (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 shares of Common Stock subject to the option 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 04/01/2016.
- (5) 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 shares of Common Stock subject to the option 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 04/01/2017.
- (6) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (7) On March 27, 2012, the reporting person was granted 13,838 restricted stock units. 6.25% of the restricted stock units will vest at the end of each quarter over a period of four years, measured from June 1, 2012, subject to continued service through each vesting date.
- (8) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$32.14 to \$32.88. 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.

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.