

Axelrod Elizabeth L
Form 4
February 15, 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)

02/07/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2013		G	3,821 D \$ 0	166,150	D	
Common Stock	02/13/2013		G	450 D \$ 0	165,700	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
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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 or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(1)</u> 03/02/2016	Common Stock 91,250
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(2)</u> 03/01/2017	Common Stock 150,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(3)</u> 03/01/2014	Common Stock 400
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(4)</u> 03/01/2018	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 35.16					<u>(5)</u> 04/08/2015	Common Stock 600,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(6)</u> 04/02/2019	Common Stock 36,000
Restricted Stock Units -3	<u>(7)</u>					<u>(8)</u> <u>(9)</u>	Common Stock 25,250
Restricted Stock Units -4	<u>(7)</u>					<u>(10)</u> <u>(9)</u>	Common Stock 18,750
Restricted Stock Units -5	<u>(7)</u>					<u>(11)</u> <u>(9)</u>	Common Stock 14,062
Restricted Stock Units -6	<u>(7)</u>					<u>(12)</u> <u>(9)</u>	Common Stock 108,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director	10% Owner	Officer		Other
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SVP, Human Resources

Elizabeth Lynn
Axelrod 02/14/2013