

EBAY INC  
Form 4  
March 04, 2014

**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 \*  
Axelrod Elizabeth L

(Last) (First) (Middle)

C/O EBAY INC., 2065 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)  
03/01/2014

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 below) \_\_\_ Other (specify 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)
			Code	V	Amount or Price		
Common Stock	03/01/2014		M		14,062 A \$ 0	D	
Common Stock	03/01/2014		A		42,937 (1) A \$ 0	D	
Common Stock	03/01/2014		F		25,455 (2) D \$ 58.77	D	

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

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units -4	(3)	03/01/2014		M	9,375	(4)	(5)	Common Stock	9,375
Restricted Stock Units -5	(3)	03/01/2014		M	4,687	(6)	(5)	Common Stock	4,687
Non-Qualified Stock Option (right to buy)	\$ 10.5					(7)	03/02/2016	Common Stock	91,200
Non-Qualified Stock Option (right to buy)	\$ 23.88					(8)	03/01/2017	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(9)	03/01/2018	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					(10)	04/02/2019	Common Stock	36,000
Non-Qualified Stock Option (right to buy)	\$ 55.71					(11)	04/01/2020	Common Stock	28,300
Restricted Stock Units -6	(3)					(12)	(5)	Common Stock	81,000
Restricted Stock Units -7	(3)					(13)	(5)	Common Stock	14,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP, Human Resources	

Axelrod Elizabeth L  
C/O EBAY INC.  
2065 HAMILTON AVE.  
SAN JOSE, CA 95125

## Signatures

Elizabeth Lynn  
Axelrod

03/03/2014

  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 42,937 shares of common stock in connection with the settlement of performance-based restricted stock units upon the company's achievement of certain performance criteria for the 2012/2013 period. 50% of the shares vested on the date of grant and the remainder will vest on 3/1/15.

(2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/10 (b) 4,687 shares of restricted stock granted to the Reporting Person on 3/1/11 (c) 16,312 shares of restricted stock granted to the Reporting Person on 3/1/13 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) and (d) 21,469 shares of restricted stock granted to the Reporting Person on 3/1/14 (see footnote 1).

(3) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

(4) 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.

(6) 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.

(7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.

(8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.

(9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.

(10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.

(11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.

(12) 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.

(13) The reporting person received 14,169 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.

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