

WHITMAN MARGARET C

Form 4

December 28, 2006

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 *
WHITMAN MARGARET C

(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)
12/21/2006

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, CEO & Director

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 Ownership (Instr. 4)
Common Stock	12/21/2006		G	300,000	D \$ 0	22,005,934	I by Trust (1)
Common Stock						3,960,000	D
Common Stock						9,584	I by Son (2)

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

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information contained in this form are not
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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 or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.0157					(3) 01/12/2011	Common Stock 3,000,000
Non-Qualified Stock Option (right to buy)	\$ 14.5125					(4) 02/12/2012	Common Stock 1,200,000
Non-Qualified Stock Option (right to buy)	\$ 22.02					(5) 03/18/2013	Common Stock 2,200,000
Non-Qualified Stock Option (right to buy)	\$ 34.615					(6) 03/01/2014	Common Stock 1,200,000
Non-Qualified Stock Option (right to buy)	\$ 39.9					(7) 03/01/2013	Common Stock 500,000
Non-Qualified Stock Option (right to buy)	\$ 42.58					(8) 03/01/2015	Common Stock 550,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	X		President, CEO & Director	

Signatures

By: Brian Levey For: Margaret C.
Whitman

12/28/2006

__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).

The amount in Column 5, Row 3 of Table I represents 7,808,380 shares of common stock held by Griffith R. Harsh, IV & Margaret C. Whitman TTEES of Sweetwater Trust U/A/D 10/15/99, 1,098,777 shares of common stock held by each of the Griffith R. Harsh, IV, TTEE, GRH 2005 GRAT and the Margaret C. Whitman, TTEE, MCW 2005 GRAT, 3,000,000 shares of common stock held by each of

- (1) the Griffith R. Harsh IV, TTEE, GRH 2006 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW 2006 Two Year GRAT, and 3,000,000 shares held by each of the Griffith R. Harsh, IV, TTEE, GRH March 2006 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW March 2006 Two Year GRAT. The foregoing reflects transfers among trusts that were exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since they did not result in any change in Ms. Whitman's pecuniary interest.
- (2) The amount set forth in Column 5, Row 2 of Table I represents 4,792 shares of common stock held by each of Ms. Whitman's sons.
- (3) The options become exercisable beginning on 03/14/02 and 1/48th per month thereafter over 4 years.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.

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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