EBAY INC Form 4 November 04, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Andreessen Marc L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EBAY INC [EBAY]

(Check all applicable)

(First) (Middle) (Last)

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

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

C/O EBAY INC., 2145 HAMILTON

(Street)

AVE

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

11/01/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

SAN JOSE, CA 95125

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Reported Transaction(s)

(Instr. 3 and 4)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. F Underlying Securities Der (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 0	11/01/2008		A		17		<u>(1)</u>	11/01/2018(1)	Common Stock	17	
Deferred Stock Units	\$ 0							(2)	(2)	Common Stock	6,702	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer Other				
Andreessen Marc L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	X						

Signatures

Marc L.

Andreessen 11/03/2008

**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 reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2008 Equity
Incentive Award Plan, which is a right to receive shares of common stock of the Issuer upon termination of service as a Director
of the Company subject to the terms and conditions of the DSU Award Agreement. The DSUs becomes vested as to 25% on the
one year anniversary of the grant and 1/48th monthly thereafter, subject to the terms and conditions of the DSU Award
Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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