

WHITMAN MARGARET C

Form 4

March 03, 2005

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

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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)

03/01/2005

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)

President & CEO

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				(A) or (D)	3,960,000	D	
Common Stock				Code V Amount (D) Price	9,584	I	by Son ⁽¹⁾
Common Stock					22,306,934	I	by Trust ⁽²⁾

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
displays a currently valid OMB control**

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 42.58	03/01/2005		A		550,000		(3)	03/01/2015	Common Stock	5,000,000
Non-Qualified Stock Option (right to buy)	\$ 10.0157							(4)	01/12/2011	Common Stock	3,000,000
Non-Qualified Stock Option (right to buy)	\$ 14.5125							(5)	02/12/2012	Common Stock	1,200,000
Non-Qualified Stock Option (right to buy)	\$ 22.02							(6)	03/18/2013	Common Stock	2,200,000
Non-Qualified Stock Option (right to buy)	\$ 34.615							(7)	03/01/2014	Common Stock	1,200,000

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			President & CEO	

Signatures

Margaret C.
Whitman

03/03/2005

__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 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.
- The amount set forth in Column 5, Row 3 of Table I represents 7,646,842 shares held by the Griffith R. Harsh, IV & Margaret C. Whitman TTEES of Sweetwater Trust U/A/D 10/15/99. In addition, the amount represents 1,330,046 shares of common stock held by each in the name of Margaret C. Whitman TTEE, MCW 2003 GRAT & Griffith R. Harsh, IV, TTEE, GRH 2003 GRAT, 4,000,000 shares of common stock held by each in the name of Margaret C. Whitman TTEE, MCW 2004 GRAT & Griffith R. Harsh, IV, TTEE, GRH 2004 GRAT and 2,000,000 shares of common stock held by each in the name of Margaret C. Whitman TTEE, MCW 2005 GRAT & Griffith R. Harsh, IV, TTEE, GRH 2005 GRAT, .
- (2)
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.
- (4) The options become exercisable beginning on 03/14/02 and 1/48th per month thereafter over 4 years.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.

Remarks:

The amount of non-derivative and derivative securities beneficially owned by the reporting person has been adjusted to reflect

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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