

Axelrod Elizabeth L
 Form 4
 March 05, 2012

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O EBAY INC., 2145 HAMILTON AVE

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2012

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

SVP, Human Resources

(Street)
 SAN JOSE, CA 95125

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 03/01/2012 | | M | | 59,313 A \$ 0 | 217,895 | D |
| Common Stock | 03/01/2012 | | A | | 49,125 (1) A \$ 0 | 267,020 | D |
| Common Stock | 03/01/2012 | | F | | 41,249 (2) D \$ 36.37 | 225,771 | D |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Units -1 | (3) | 03/01/2012 | | M | 20,000 | (4) | (5) | Common Stock | 20,000 |
| Restricted Stock Units -3 | (3) | 03/01/2012 | | M | 25,250 | (6) | (5) | Common Stock | 25,250 |
| Restricted Stock Units -4 | (3) | 03/01/2012 | | M | 9,375 | (7) | (5) | Common Stock | 9,375 |
| Restricted Stock Units -5 | (3) | 03/01/2012 | | M | 4,688 | (8) | (5) | Common Stock | 4,688 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | (9) | 03/02/2016 | Common Stock | 91,000 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | (10) | 03/01/2017 | Common Stock | 150,000 |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | (11) | 03/03/2015 | Common Stock | 91,000 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (12) | 03/01/2014 | Common Stock | 148,000 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | (13) | 03/01/2018 | Common Stock | 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 35.16 | | | | | (14) | 04/08/2015 | Common Stock | 700,000 |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | (15) | 03/01/2013 | Common Stock | 120,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Axelrod Elizabeth L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | | | SVP, Human Resources | |

Signatures

Elizabeth Lynn
Axelrod

03/02/2012

**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 49,125 shares of common stock as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/13.
 - (2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 20,000 shares of restricted stock granted to the Reporting Person on 3/1/07 (b) 25,250 shares of restricted stock granted to the Reporting Person on 3/2/09 (c) 9,375 shares of restricted stock granted to the Reporting Person on 3/1/10 (d) 6,665 shares of restricted stock granted to the Reporting Person on 3/1/11 as a result of the company's achievement of certain performance criteria for 2009/2010 (the award was originally allocated to the reporting person as performance-based restricted stock units (e) 4,688 shares of restricted stock granted to the Reporting Person on 3/1/11 and (f) 24,563 shares of restricted stock granted to the Reporting Person on 3/1/12 (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 restricted stock units of 50,000 shares subject to a five-year vesting schedule, vesting 30% on 3/1/10, vesting an incremental 30% on 3/1/11 and vesting the remaining 40% on 3/1/12.
 - (5) Not Applicable.
 - (6) The reporting person received 101,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 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 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.
 - (8) 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.
 - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
 - (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
 - (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
 - (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
 - (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
 - (14) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
 - (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.

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Remarks:

In addition, Table I, Column 5, includes 851 shares acquired under eBay's Employee Stock Purchase Plan on April 29, 2011.

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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