

EBAY INC
Form 4
November 19, 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 *
SWAN ROBERT HOLMES

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., 2065 HAMILTON AVE.

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Finance & CFO

(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 | (D) | Price |
| Common Stock | 11/17/2014 | | M | | 17,750 | A | \$ 25.85 |
| Common Stock | 11/17/2014 | | M | | 7,284 | A | \$ 26.36 |
| Common Stock | 11/17/2014 | | S | | 25,034 (1) | D | \$ 55.0098 (2) |
| Common Stock | 11/18/2014 | | M | | 48,966 | A | \$ 26.36 |
| Common Stock | 11/18/2014 | | S | | 48,966 (1) | D | \$ 55.0052 |

(3)

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

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SEC 1474
(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------|---|--|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | 11/17/2014 | | M | | 17,750 | (4) | 03/03/2015 | Common Stock | 17,750 |
| Non-Qualified Stock Option (right to buy) | \$ 26.36 | 11/17/2014 | | M | | 7,284 | (5) | 08/08/2015 | Common Stock | 7,284 |
| Non-Qualified Stock Option (right to buy) | \$ 26.36 | 11/18/2014 | | M | | 48,966 | (5) | 08/08/2015 | Common Stock | 48,966 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | | (6) | 03/02/2016 | Common Stock | 131,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.19 | | | | | | (5) | 02/13/2016 | Common Stock | 168,000 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | | (7) | 03/01/2017 | Common Stock | 250,000 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | | (8) | 03/01/2018 | Common Stock | 150,000 |
| Non-Qualified Stock Option (right to buy) | \$ 36.59 | | | | | | (9) | 04/02/2019 | Common Stock | 54,000 |
| Non-Qualified Stock Option (right to buy) | \$ 55.71 | | | | | | (10) | 04/01/2020 | Common Stock | 68,000 |

| | | | | | | |
|---|----------|--|------|------------|--------------|-----|
| Non-Qualified Stock Option (right to buy) | | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 56.04 | | (11) | 04/01/2021 | Common Stock | 61, |
| Restricted Stock Units -5 | (14) | | (12) | (13) | Common Stock | 9,3 |
| Restricted Stock Units -6 | (14) | | (15) | (13) | Common Stock | 13, |
| Restricted Stock Units -7 | (14) | | (16) | (13) | Common Stock | 25, |
| Restricted Stock Units -8 | (14) | | (17) | (13) | Common Stock | 30, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWAN ROBERT HOLMES C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125 | | | SVP, Finance & CFO | |

Signatures

Robert Holmes
Swan 11/19/2014

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$55.00 to \$55.08.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$55.00 to \$55.05.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.

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- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
The reporting person received 37,500 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.
- (12) Not Applicable.
- (13) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
The reporting person received 27,000 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.
- (14) The reporting person received 34,006 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.
- (15) The reporting person received 30,941 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.
- (16)
- (17)

Remarks:

In addition, Table I, Column 5, includes 508 shares acquired under eBay's Employee Stock Purchase Plan on April 30, 2014.

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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