

Axelrod Elizabeth L
 Form 4
 January 29, 2013

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

(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)
 01/25/2013

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)

SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/25/2013 | | M | | 100,000 | A | \$ 35.16 |
| Common Stock | 01/25/2013 | | M | | 74,000 | A | \$ 31.93 |
| Common Stock | 01/25/2013 | | M | | 91,250 | A | \$ 25.85 |
| Common Stock | 01/25/2013 | | S | | 265,250 | D | \$ 56.3919 |
| | | | | | | | <u>(1)</u> |

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 number.

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) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | | |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | 01/25/2013 | | M | V | (A) | (D) | (2) | 03/03/2015 | Common Stock | 91 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | 01/25/2013 | | M | | | | (3) | 03/01/2014 | Common Stock | 74 |
| Non-Qualified Stock Option (right to buy) | \$ 35.16 | 01/25/2013 | | M | | | | (4) | 04/08/2015 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | | | (5) | 03/02/2016 | Common Stock | 91 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | | | (6) | 03/01/2017 | Common Stock | 15 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | | | (7) | 03/01/2018 | Common Stock | 75 |
| Non-Qualified Stock Option (right to buy) | \$ 36.59 | | | | | | | (8) | 04/02/2019 | Common Stock | 36 |
| Restricted Stock Units -3 | (9) | | | | | | | (10) | (11) | Common Stock | 25 |
| Restricted Stock Units -4 | (9) | | | | | | | (12) | (11) | Common Stock | 18 |
| Restricted Stock Units -5 | (9) | | | | | | | (13) | (11) | Common Stock | 14 |
| Restricted Stock Units -6 | (9) | | | | | | | (14) | (11) | Common Stock | 10 |

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
01/28/2013

**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) Represents the weighted average price of shares sold at prices that ranged from \$56.2500 to \$56.5801.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
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.
- (10) Not Applicable.
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.
- (11) Not Applicable.
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.
- (12) Not Applicable.
The reporting person received 108,000 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.
- (13) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.