HOMEAWAY INC Form 4/A October 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response... 0.5

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

(Zip)

1(b).

Hale Thomas E Issuer Symbol HOMEAWAY INC [AWAY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1011 W. FIFTH STREET, SUITE 09/18/2013 below) below) 300 Chief Product Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 09/20/2013 Form filed by More than One Reporting Person

AUSTIN, TX 78703

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 62,694 (1) D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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8. Price of Derivative Security (Instr. 5)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>				(3)	(3)	Common Stock	7,948

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Hale Thomas E			Chief			
1011 W. FIFTH STREET, SUITE 300			Product			
AUSTIN, TX 78703			Officer			
Cianaturas						

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Thomas Hale

10/22/2013

**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).
 - On September 20, 2013, the reporting person mistakenly filed a Form 4 reporting the vesting of 1,042 restricted stock units granted
- (1) March 27, 2012. No restricted stock units granted March 27, 2012 vested on September 18, 2013; the restricted stock units that vested September 18, 2013 were in fact granted June 28, 2010 and are reported in Table I and not as a derivative security on Table II. As of September 18, 2013, the reporting person only owned 62,694 shares of common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- On March 27, 2012, the reporting person was granted 11,561 restricted stock units. Six and one quarter percent (6.25%) of the restricted (3) stock units will vest at the end of each quarter over a period of four years, measured from June 1, 2012, subject to continued service through each such vesting date.
- As discussed in Footnote 1, on September 20, 2013, the reporting person mistakenly filed a Form 4 reporting the vesting of 1,042

 (4) restricted stock units granted March 27, 2012. No restricted stock units granted March 27, 2012 vested on September 18, 2013. As of September 18, 2013, the reporting person in fact owned 7,948 restricted stock units.

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.

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