

EBAY INC
Form 4
March 03, 2010

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 *
NORRINGTON LORRIE M

(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)
03/01/2010

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, eBay Marketplaces

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2010		M		77,333 A \$ 0	148,601	D
Common Stock	03/01/2010		F		36,453 (1) D \$ 23.88	112,148	D

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.88	03/01/2010		A	150,000	(2) 03/01/2017	Common Stock
Restricted Stock Units (RSUs)	(3)	03/01/2010		M	58,333	(4) (5)	Common Stock
Restricted Stock Units -2	(3)	03/01/2010		M	19,000	(6) (5)	Common Stock
Restricted Stock Units -3	(3)	03/01/2010		A	37,500	(7) (5)	Common Stock
Incentive Stock Option (right to buy)	\$ 33.65					(8) 03/31/2015	Common Stock
Non-Qualified Option (right to buy)	\$ 28.15					(9) 09/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5					(10) 03/02/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.85					(11) 03/03/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.36					(12) 08/08/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.15					(13) 09/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.93					(14) 03/01/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.65					(8) 03/31/2015	Common Stock

Non-Qualified

Stock Option \$ 38.62

(right to buy)

(15) 09/09/2015 Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NORRINGTON LORRIE M C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	President, eBay Marketplaces

Signatures

Lorrie
Norrington 03/03/2010

__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 shares reacquired to satisfy tax withholding obligations in connection with the vesting of (1) 58,333 shares of restricted stock granted to the Reporting Person on 3/3/08, (2) vesting of 19,000 shares of restricted stock granted to the Reporting Person on 3/2/09 and (3) vesting of 756 shares of restricted stock granted to the Reporting Person on 3/3/09.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (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 175,000 shares subject to a three-year vesting schedule, vesting 33.34% on 3/1/09 and 33.33% annually thereafter.
- (5) Not Applicable.
- (6) The reporting person received 76,000 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 options were assumed in connection with the company's acquisition of Shopping.com, Inc. on 8/30/05. The options are fully vested.
- (9) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 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 01/16/09 and 1/48th per month thereafter.
- (13) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 02/28/06 and 1/48th per month thereafter.

Remarks:

In addition to the equity grants described above, the compensation committee has approved additional performance-based rest

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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