HOMEAWAY INC Form 4 August 05, 2013

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

Check this box if no longer subject to

January 31, Expires: 2005

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Buhrdorf Ross			2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
1011 W. FIFT	H STREET,	SUITE	08/01/2013	X Officer (give title Other (specify below)		
300				Chief Technology Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
AUSTIN, TX	78703			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	y 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. Securionor Dispo (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	08/01/2013		M	6,509	A	\$ 13.49	23,832	D	
Common Stock	08/01/2013		M	666	D	\$ 19.97	24,498	D	
Common Stock	08/01/2013		S <u>(1)</u>	7,175	D	\$ 30.0557	17,323	D	

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

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displays a currently valid OMB control

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. Transactic Code (Instr. 8)	Securities		securities (Month/Day/Ye Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options	\$ 13.49	08/01/2013		M		6,509	12/31/2011	11/13/2019	Common Stock	7,175
Stock Options	\$ 19.97	08/01/2013		M		666	<u>(3)</u>	02/10/2021	Common Stock	75,000
Stock Options	\$ 0.01						<u>(2)</u>	07/22/2015	Common Stock	125,000
Stock Options	\$ 25.54						<u>(4)</u>	03/27/2022	Common Stock	59,792
Stock Options	\$ 30.43						<u>(5)</u>	03/05/2023	Common Stock	55,696
Restricted Stock Units	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	10,379

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Buhrdorf Ross 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			Chief Technology Officer				

Signatures

Melissa Fruge as Attorney-In-Fact for Ross Buhrdorf	08/05/2013
**Signature of Reporting Person	Date

Reporting Owners 2

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) Transaction pursuant to a Section 10b5-1 Plan adopted by the reporting person.
- (2) Fully vested as of 07/18/2009.
- 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting

 Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of 02/10/2015.
- 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting
 Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of 04/01/2016.
- 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting

 Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of 04/01/2017.
- (6) 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 13,838 restricted stock units. 6.25% of the restricted 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 vesting date.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$29.85 to \$30.28. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.