

EBAY INC
Form 4
March 04, 2009

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 *
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)
03/02/2009

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)

President, eBay Marketplaces

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/02/2009 | | F | 290 ⁽¹⁾ | \$ 10.5 | D | D |
| Common Stock | 03/03/2009 | | A | 1,512 ⁽²⁾ | \$ 0 | D | D |
| Common Stock | 03/03/2009 | | F | 271 | \$ 10.42 | D | D |

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

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number.

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 Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Restricted Stock Units -2 | (3) | 03/02/2009 | | A | 76,000 | (4) (5) | Common Stock 76, |
| Incentive Stock Option (right to buy) | \$ 33.65 | | | | | (6) 03/31/2015 | Common Stock 5,9 |
| Non-Qualified Option (right to buy) | \$ 28.15 | | | | | (7) 09/01/2013 | Common Stock 46, |
| Non-Qualified Stock Option (right to buy) | \$ 11.35 | | | | | (6) 06/14/2014 | Common Stock 15, |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | (8) 03/03/2015 | Common Stock 130 |
| Non-Qualified Stock Option (right to buy) | \$ 26.36 | | | | | (9) 08/08/2015 | Common Stock 70, |
| Non-Qualified Stock Option (right to buy) | \$ 28.15 | | | | | (10) 09/01/2013 | Common Stock 100 |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (11) 03/01/2014 | Common Stock 55, |
| Non-Qualified Stock Option (right to buy) | \$ 33.65 | | | | | (6) 03/31/2015 | Common Stock 311 |
| Non-Qualified Stock Option (right to buy) | \$ 38.62 | | | | | (12) 09/09/2015 | Common Stock 150 |
| Restricted Stock Units | (3) | | | | | (13) (5) | Common Stock 116 |

(RSUs)

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 M.
Norrington 03/04/2009

**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) On March 3, 2008, the reporting person was granted 1,622 shares of common stock as a result of the company's achievement of certain performance criteria for 2007. 50% of the shares vested on the date of grant, and the remainder vested on 3/2/09. This transaction reflects the tax withholding for the portion of the shares that vested on 3/2/09.
 - (2) The reporting person was granted 1,512 shares of common stock as a result of the company's achievement of certain criteria for 2007-2008 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant, and the remainder will vest on 3/1/10.
 - (3) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
 - (4) 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.
 - (5) Not Applicable.
 - (6) The options were assumed in connection with the company's acquisition of Shopping.com, Inc. on 8/30/05. The options are fully vested.
 - (7) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
 - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
 - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/16/09 and 1/48th per month thereafter.
 - (10) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
 - (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
 - (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 02/28/06 and 1/48th per month thereafter.
 - (13) 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.

Remarks:

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

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