

EBAY INC

Form 4

December 30, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marks Alan Lee

(Last) (First) (Middle)

C/O EBAY INC., 2065 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)
12/29/2014

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 ____ Other (specify
below) below)

SVP, Corporate Communications

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 Beneficial Ownership (Instr. 4)
Common Stock	12/29/2014		M	4,500	A \$ 23.88	74,773	D
Common Stock	12/29/2014		S	4,500 (1)	D \$ 56.9711 (2)	70,273	D
Common Stock	12/29/2014		S	2,250 (1)	D \$ 56.9727 (3)	68,023	D

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**

SEC 1474
(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)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.88	12/29/2014		M	4,500	<u>(4)</u>	03/01/2017	Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u>	03/02/2016	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(6)</u>	03/01/2018	Common Stock	64,290
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(7)</u>	04/02/2019	Common Stock	27,000
Non-Qualified Stock Option (right to buy)	\$ 55.71					<u>(8)</u>	04/01/2020	Common Stock	35,140
Non-Qualified Stock Option (right to buy)	\$ 56.04					<u>(9)</u>	04/01/2021	Common Stock	25,780
Restricted Stock Units -4	<u>(12)</u>					<u>(10)</u>	<u>(11)</u>	Common Stock	4,010
Restricted Stock Units -5	<u>(12)</u>					<u>(13)</u>	<u>(11)</u>	Common Stock	6,750
Restricted Stock Units -6	<u>(12)</u>					<u>(14)</u>	<u>(11)</u>	Common Stock	13,170
Restricted Stock Units -7	<u>(12)</u>					<u>(15)</u>	<u>(11)</u>	Common Stock	12,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Alan Lee C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Corporate Communications	

Signatures

Alan Lee Marks 12/29/2014

Signature of Date
Reporting Person

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$56.84 to 57.16.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$56.8350 to 57.17.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 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 9/1/11 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (10) The reporting person received 16,075 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.
- (11) Not Applicable.
- (12) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (13) The reporting person received 13,500 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.
- (14) The reporting person received 17,571 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.
- (15) The reporting person received 12,892 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.

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.