

Donahoe John J
Form 4
May 06, 2011

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 *
Donahoe John J

2. Issuer Name and Ticker or Trading Symbol
EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EBAY INC., 2145 HAMILTON AVE

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & Director

(Street)
SAN JOSE, CA 95125

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/05/2011		S		8,750 (1)	D	
Common Stock	05/05/2011		M		53,000	D	
Common Stock	05/05/2011		S		51,467 (1)	D	
					\$ 33.0859 (2)		
					279,404		
					332,404		
					280,937		

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

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 25.85	05/05/2011		M	53,000	<u>(3)</u>	03/03/2015	Common Stock	53,000
Non-Qualified Option (right to buy)	\$ 25.85					<u>(4)</u>	03/03/2015	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u>	03/02/2016	Common Stock	58,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(6)</u>	03/01/2017	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 24.93					<u>(4)</u>	09/01/2015	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(7)</u>	03/01/2014	Common Stock	26,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(8)</u>	03/01/2018	Common Stock	35,000
Non-Qualified Stock Option (right to buy)	\$ 35.5					<u>(9)</u>	03/25/2015	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 39.9					<u>(10)</u>	03/01/2013	Common Stock	35,000
Restricted Stock Units -1	<u>(11)</u>					<u>(12)</u>	<u>(13)</u>	Common Stock	60,000
	<u>(11)</u>					<u>(14)</u>	<u>(13)</u>		97,000

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- (15) The reporting person received 377,425 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.
- (16) The reporting person received 125,000 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.
- (17) The reporting person received 88,262 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.

Remarks:

In addition, Table I, Column 5, includes 851 shares acquired under eBay's Employee Stock Purchase Plan on April 29, 2011.

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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