

SMITH NANCY L
Form 4
November 12, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SMITH NANCY L

2. Issuer Name and Ticker or Trading Symbol
ELECTRONIC ARTS INC. [ERTS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
209 REDWOOD SHORES PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Publishing Org.

REDWOOD CITY, CA 94065

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 11/10/2010 | | A | | 110,648 A ⁽²⁾ 155,946 ⁽³⁾ | D | |
| Common Stock | 11/10/2010 | | F | | 3,861 ⁽⁴⁾ D \$ 16.34 152,085 | D | |
| Common Stock | 11/10/2010 | | F | | 5,284 ⁽⁴⁾ D \$ 16.34 146,801 | D | |
| Common Stock | 11/10/2010 | | F | | 10,609 ⁽⁴⁾ D \$ 16.34 136,192 | D | |
| Common Stock | 11/10/2010 | | F | | 3,026 ⁽⁴⁾ D \$ 16.34 133,166 | D | |

Edgar Filing: SMITH NANCY L - Form 4

| | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|---------|---|
| Common Stock | 11/10/2010 | F | 3,922 ⁽⁴⁾ | D | \$ 16.34 | 129,244 | D |
| Common Stock | 11/10/2010 | F | 3,714 ⁽⁴⁾ | D | \$ 16.34 | 125,530 | D |
| Common Stock | 11/10/2010 | F | 10,542 ⁽⁴⁾ | D | \$ 16.34 | 114,988 | D |
| Common Stock | 11/10/2010 | F | 5,792 ⁽⁴⁾ | D | \$ 16.34 | 109,196 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽⁵⁾ | ⁽⁶⁾ | 11/10/2010 | | D | | ⁽²⁾ | 11/10/2010 | Common Stock | 65,085 |
| Restricted Stock Units ⁽⁵⁾ | ⁽⁶⁾ | 11/10/2010 | | D | | ⁽²⁾ | 11/10/2011 | Common Stock | 45,563 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH NANCY L 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065 | | | EVP, Global Publishing Org. | |

Signatures

By: Flora B. Lee, Attorney-in-Fact For: Nancy L.
Smith

11/12/2010

__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 vested restricted stock units released pursuant to Electronic Arts' offer to exchange described in Schedule TO-I, filed October 21, 2009 (the "Exchange Offer").
- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) Includes 957 shares of common stock acquired under the Electronic Arts' 2000 Employee Stock Purchase Plan.
- (4) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.
- (5) Represents restricted stock units granted pursuant to Electronic Arts' offer to exchange described in Schedule TO-I, filed October 21, 2009 (the "Exchange Offer").
- (6) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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.