

RICCITIELLO JOHN S.
Form 4
June 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
RICCITIELLO JOHN S.

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

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)
06/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

REDWOOD CITY, CA 94065
(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Performance-based Restricted Stock Units	<u>(1)</u>	06/18/2012	A	250,000 <u>(2)</u>		<u>(3)</u>	05/18/2015	Common Stock
Restricted Stock Units	<u>(4)</u>	06/18/2012	A	125,000		<u>(5)</u>	05/18/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICCIETIELLO JOHN S. 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065	X		Chief Executive Officer	

Signatures

By: Remie Solano, Attorney-in-Fact For: John S. Riccietiello

06/20/2012

 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) Each performance-based restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (2) Represents the maximum number of shares of Electronic Arts common stock that may be awarded upon the achievement of certain performance targets.
Performance-based restricted stock units will vest subject to the terms and conditions of the grant agreement evidencing the award and the Company's 2000 Equity Incentive Plan. The performance terms are described in the Form 8-K filed with the SEC on June 11, 2012, as well as its accompanying form of grant agreement.
- (3) Company's 2000 Equity Incentive Plan. The performance terms are described in the Form 8-K filed with the SEC on June 11, 2012, as well as its accompanying form of grant agreement.
- (4) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (5) Restricted stock units vest as to one-third on May 18, 2013; then vest as to an additional one-third on May 18, 2014, and then vest as to the remaining one-third on May 18, 2015.

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.