

EBAY INC  
Form 4  
April 26, 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 \*  
DEPAUL PHILLIP P

(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)  
04/24/2012

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)  
VP, Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	04/24/2012		S	159	D \$ 39.5015	49,838	D	
Common Stock	04/24/2012		S	3,877	D \$ 39.401	45,961	D	
Common Stock	04/24/2012		S	12,346	D \$ 39.36	33,615	D	
Common Stock	04/24/2012		M	12,000	A \$ 23.88	45,615	D	
Common Stock	04/24/2012		M	4,000	A \$ 32.29	49,615	D	

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Common Stock 04/24/2012 S 16,000 D \$ 39.4 33,615 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.88	04/24/2012		M	12,000	(1) 03/01/2017	Common Stock	12,000	
Non-Qualified Stock Option (right to buy)	\$ 32.29	04/24/2012		M	4,000	(2) 03/01/2018	Common Stock	4,000	
Non-Qualified Stock Option (right to buy)	\$ 10.5					(3) 03/01/2016	Common Stock	24,500	
Non-Qualified Stock Option (right to buy)	\$ 36.59					(4) 04/02/2019	Common Stock	7,600	
Restricted Stock Units -1	(5)					(6) (7)	Common Stock	6,100	
Restricted Stock Units -2	(5)					(8) (7)	Common Stock	19,700	
Restricted Stock Units -3	(5)					(9) (7)	Common Stock	4,000	
Restricted Stock Units -4	(5)					(10) (7)	Common Stock	7,900	
Restricted Stock Units -5	(5)					(11) (7)	Common Stock	6,700	
	(5)					(12) (7)		10,200	

Restricted  
Stock Units -6

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEPAUL PHILLIP P C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			VP, Chief Accounting Officer	

## Signatures

Phillip Patrick  
DePaul

04/25/2012

\_\_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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (5) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (6) The reporting person received restricted stock units of 24,500 shares subject to a four-year vesting schedule, vesting 25% on 05/09/09 and 25% annually thereafter.
- (7) Not Applicable.  
The reporting person received 79,150 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.
- (9) The reporting person received 8,166 restricted stock units subject to a four-year vesting schedule, vesting 25% on 9/11/10 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.
- (10) The reporting person received 15,870 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.
- (11) The reporting person received 9,000 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.
- (12) The reporting person received 10,200 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.

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.