HOMEAWAY INC Form 4 June 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shepherd Carl Gordon			2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]	5. Relationship of Reporting Person(s) to Issuer		
(1+)	(F:t)	(ALL : M)		(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
1011 W. FIFTH STREET, SUITE 300			06/01/2014	_X_ Officer (give title Other (specify		
				below) below)		
				Chief Strategy & Dev. Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			• •	_X_ Form filed by One Reporting Person		
AUSTIN, TX 78703				Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owner		

` •	,	` 1' I ab	ie i - Non-	Derivativ	e Secu	iriues Acqui	rea, Disposea oi,	or Beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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	06/01/2014		Code V M	Amount 764	(D)	Price (1)	181,260	D	
Common Stock	06/03/2014		S(2)	212	D	\$ 30.4403	181,048	D	
Common Stock	06/03/2014		S(2)	1,192	D	\$ 30.4404	179,856	D	

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

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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. Transacti Code (Instr. 8)	orof Deri Sector Acq (A) Disp of (1)	ivative urities uired or posed D) tr. 3, 4,	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	(1)	06/01/2014		M		764	(3)	(3)	Common Stock	764
Stock Options	\$ 33.44						<u>(4)</u>	05/01/2024	Common Stock	37,000
Stock Options	\$ 30.43						(5)	03/05/2023	Common Stock	55,696
Stock Options	\$ 25.54						<u>(6)</u>	03/27/2022	Common Stock	52,848
Stock Options	\$ 19.97						<u>(6)</u>	02/10/2021	Common Stock	100,000
Stock Options	\$ 13.49						<u>(6)</u>	11/13/2019	Common Stock	63,886

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
reporting owner name, names	Director	10% Owner	Officer	Other				
Shepherd Carl Gordon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		Chief Strategy & Dev. Officer					
Signatures								
/s/ Melissa Fruge as Attorney-in-Fact for Carl Shepherd			06/03/2014					

Reporting Owners 2

Date

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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 restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (2) Sale to cover taxes associated with restricted stock vesting on June 1, 2014.
- (3) On March 27, 2012, the reporting person was granted 12,231 restricted stock units. 6.25% of the restricted stock units vest at the end of each quarter over a period of four years, measured from June 1, 2012, subject to continued service through each vesting date.
- 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

 Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of May 1, 2018.
- 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

 Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2017.
- Vested as to 1/16th of the shares subject to the option three months following the date of grant and as to 1/48th of the shares subject to the option each month thereafter.

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.