

SHARPLES BRIAN  
Form 4  
May 03, 2012

**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 \*  
SHARPLES BRIAN

(Last) (First) (Middle)  
1011 W. FIFTH STREET, SUITE 300  
(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2012

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)  
President and CEO

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 or Price		
Common Stock	05/01/2012		M <sup>(1)</sup>		24,000 A \$ 19.97	81,346	D
Common Stock	05/01/2012		M <sup>(1)</sup>		3,000 A \$ 8.1	84,346	D
Common Stock	05/01/2012		M <sup>(1)</sup>		8,000 A \$ 2.06	92,346	D
Common Stock	05/01/2012		S <sup>(1)</sup>		35,000 D \$ 25.8359	57,346	D
Common Stock	05/01/2012		S <sup>(1)</sup>		15,000 D \$ 25.8359	1,122,513	I By Moose Pond Investments,

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				LP <sup>(2)</sup>
Common Stock		200,000	I	By Sharples Venture Partners <sup>(3)</sup>
Common Stock		11,402	I	By The Chloe Marie Sharples 1998 Trust <sup>(4)</sup>
Common Stock		11,402	I	By The Emma Jette Sharples 2002 Trust <sup>(5)</sup>
Common Stock		11,403	I	By The Hawken Drake Sharples 2009 Trust <sup>(6)</sup>

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.97	05/01/2012		M <sup>(1)</sup>	24,000	<sup>(7)</sup>	02/10/2021	Common Stock	24,000
Stock Option	\$ 8.1	05/01/2012		M <sup>(1)</sup>	3,000	<sup>(8)</sup>	01/29/2018	Common Stock	3,000
Stock Option	\$ 2.06	05/01/2012		M <sup>(1)</sup>	8,000	<sup>(9)</sup>	01/30/2017	Common Stock	8,000

