Shepherd Carl Gordon Form 4 March 05, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response...

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

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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 (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Shooth an applicable)		
1011 W. FIFTF 300	H STREET	, SUITE	(Month/Day/Year) 03/01/2013	_X_ Director 10% Owner Self-condition of the condition of the c		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
AUSTIN, TX 7	78703		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Adord Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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	03/01/2013		S(1)	10,000 D	\$ 28.9468 (2)	382,199	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	Pate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0 (3)					(5)	<u>(5)</u>	Common Stock	10,702
Stock Options	\$ 25.54					<u>(4)</u>	03/27/2022	Common	52,848
Stock Options	\$ 19.97					<u>(4)</u>	02/10/2021	Common Stock	100,000
Stock Options	\$ 13.49					<u>(4)</u>	11/13/2019	Common Stock	63,886

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Futuress	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 03/05/2013

**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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) The price in Column 4 is a weighted average. The prices ranged from \$28.86 to \$29.02
- (3) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (4) 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.
- (5) Vests in sixteen (16) equal quarterly installments beginning September 1, 2012. Shares will be delivered on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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