

EBAY INC

Form 4

March 04, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORRINGTON LORRIE M

(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)
03/02/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President, eBay Marketplaces

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	03/02/2009		F	290 ⁽¹⁾ D	\$ 10.5 120,990	D	
Common Stock	03/03/2009		A	1,512 ⁽²⁾ A	\$ 0 122,502	D	
Common Stock	03/03/2009		F	271 D	\$ 10.42 122,231	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units -2	(3)	03/02/2009		A	76,000			(4)	(5)	Common Stock	76,000
Incentive Stock Option (right to buy)	\$ 33.65							(6)	03/31/2015	Common Stock	5,900
Non-Qualified Option (right to buy)	\$ 28.15							(7)	09/01/2013	Common Stock	46,000
Non-Qualified Stock Option (right to buy)	\$ 11.35							(6)	06/14/2014	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 25.85							(8)	03/03/2015	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 26.36							(9)	08/08/2015	Common Stock	70,000
Non-Qualified Stock Option (right to buy)	\$ 28.15							(10)	09/01/2013	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 31.93							(11)	03/01/2014	Common Stock	55,000
Non-Qualified Stock Option (right to buy)	\$ 33.65							(6)	03/31/2015	Common Stock	311,000
Non-Qualified Stock Option (right to buy)	\$ 38.62							(12)	09/09/2015	Common Stock	150,000
Restricted Stock Units	(3)							(13)	(5)	Common Stock	116,000

(RSUs)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NORRINGTON LORRIE M C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	President, eBay Marketplaces

Signatures

Lorrie M. Norrington	03/04/2009
**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) On March 3, 2008, the reporting person was granted 1,622 shares of common stock as a result of the company's achievement of certain performance criteria for 2007. 50% of the shares vested on the date of grant, and the remainder vested on 3/2/09. This transaction reflects the tax withholding for the portion of the shares that vested on 3/2/09.
- (2) The reporting person was granted 1,512 shares of common stock as a result of the company's achievement of certain criteria for 2007-2008 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant, and the remainder will vest on 3/1/10.
- (3) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (4) The reporting person received 76,000 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.
- (5) Not Applicable.
- (6) The options were assumed in connection with the company's acquisition of Shopping.com, Inc. on 8/30/05. The options are fully vested.
- (7) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/16/09 and 1/48th per month thereafter.
- (10) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 02/28/06 and 1/48th per month thereafter.
- (13) The reporting person received restricted stock units of 175,000 shares subject to a three-year vesting schedule, vesting 33.34% on 3/1/09 and 33.33% annually thereafter.

Remarks:

In addition to the equity grants described above, the compensation committee has approved additional performance-based restricted stock units.

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

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