

EBAY INC

Form 4

November 19, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Axelrod Elizabeth L

(Last) (First) (Middle)

C/O EBAY INC., 2065 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)
11/17/2014

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)

SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2014		M		91,250	A	\$ 10.5 277,403
Common Stock	11/17/2014		M		150,000	A	\$ 23.88 427,403
Common Stock	11/17/2014		S		241,250	D	\$ 54.806 186,153

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Non-Qualified Stock Option (right to buy)	\$ 10.5	11/17/2014		M	91,250	(2)	03/02/2016	Common Stock	91,250
Non-Qualified Stock Option (right to buy)	\$ 23.88	11/17/2014		M	150,000	(3)	03/01/2017	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(4)	03/01/2018	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					(5)	04/02/2019	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 55.71					(6)	04/01/2020	Common Stock	28,000
Non-Qualified Stock Option (right to buy)	\$ 56.04					(7)	04/01/2021	Common Stock	25,000
Restricted Stock Units -5	(10)					(8)	(9)	Common Stock	4,000
Restricted Stock Units -6	(10)					(11)	(9)	Common Stock	5,000
Restricted Stock Units -7	(10)					(12)	(9)	Common Stock	10,000
Restricted Stock Units -8	(10)					(13)	(9)	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Axelrod Elizabeth L
C/O EBAY INC.
2065 HAMILTON AVE.
SAN JOSE, CA 95125

SVP, Human Resources

Signatures

Elizabeth Lynn
Axelrod 11/18/2014

__Signature of Reporting Date
Person

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) Represents the weighted average price of shares sold at prices that ranged from \$54.58 to \$55.08.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
The reporting person received 18,750 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.
- (9) Not Applicable.
- (10) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
The reporting person received 108,000 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.
- (11) The reporting person received 14,169 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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 12,892 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.
- (13) The reporting person received 12,892 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.

Remarks:

In addition, Table I, Column 5, includes 507 shares acquired under eBay's Employee Stock Purchase Plan on April 30, 2014.

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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