

Thompson Scott
Form 4
March 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Scott

(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)
03/01/2009

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, PayPal

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2009		F		2,682	D	\$ 10.87
Common Stock	03/01/2009		M		8,334	A	\$ 0
Common Stock	03/01/2009		F		2,980	D	\$ 10.87

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
required to respond unless the form
displays a currently valid OMB control**

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units -2	(1)	03/01/2009		M	8,334	(2) (3)	Common Stock 8,334
Non-Qualified Option (right to buy)	\$ 25.85					(4) 03/03/2015	Common Stock 31,500
Non-Qualified Option (right to buy)	\$ 28.15					(5) 09/01/2013	Common Stock 135,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					(4) 03/03/2015	Common Stock 107,500
Non-Qualified Stock Option (right to buy)	\$ 28.15					(6) 09/01/2013	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					(7) 03/01/2014	Common Stock 139,500
Non-Qualified Stock Option (right to buy)	\$ 39.9					(8) 03/01/2013	Common Stock 150,000
Non-Qualified Stock Option (right to buy)	\$ 41.035					(9) 02/11/2015	Common Stock 550,000
Restricted Stock Units (RSUs)	(10)					(11) (12)	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer Other

Thompson Scott
C/O EBAY INC.
2145 HAMILTON AVE
SAN JOSE, CA 95125

President, PayPal

Signatures

Scott Thompson 03/03/2009

__Signature of Date
Reporting 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) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (2) The reporting person received restricted stock units of 25,000 shares subject to a three-year vesting schedule, vesting 33.33% on 3/1/09 and 33.33% annually thereafter.
- (3) Not Applicable.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (5) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (6) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (9) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (10) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (11) The reporting person received restricted stock units of 200,000 shares subject to a four-year vesting schedule, vesting 25% on the one year anniversary date of the restricted stock unit and 25% each year thereafter.
- (12) Not Applicable.

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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