

Axelrod Elizabeth L
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
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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., 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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/02/2009		F		844 ⁽¹⁾	D \$ 10.5	40,101 D
Common Stock	03/03/2009		A		4,400 ⁽²⁾	A \$ 0	44,501 D
Common Stock	03/03/2009		F		787	D \$ 10.42	43,714 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
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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 10.5	03/02/2009		A		91,250		(3)	03/02/2016	Common Stock	91
Restricted Stock Units -3	(4)	03/02/2009		A		101,000		(5)	(6)	Common Stock	101
Non-Qualified Stock Option (right to buy)	\$ 25.85							(7)	03/03/2015	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 31.93							(8)	03/01/2014	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 35.16							(9)	04/08/2015	Common Stock	70
Non-Qualified Stock Option (right to buy)	\$ 39.9							(10)	03/01/2013	Common Stock	12
Restricted Stock Units -1	(4)							(11)	(6)	Common Stock	50
Restricted Stock Units -2	(4)							(12)	(6)	Common Stock	93

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Axelrod Elizabeth L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			SVP, Human Resources	

Signatures

Elizabeth Lynn
Axelrod

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 4,720 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 4,400 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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (4) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (5) The reporting person received 101,000 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.
- (6) Not Applicable.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (11) The reporting person received restricted stock units of 50,000 shares subject to a five-year vesting schedule, vesting 30% on 3/1/10, vesting an incremental 30% on 3/1/11 and vesting the remaining 40% on 3/1/12.
- (12) The reporting person received restricted stock units of 140,000 shares subject to a three-year vesting schedule, vesting 1/3 on 3/1/09 and 1/3 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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