

Axelrod Elizabeth L
 Form 4
 January 29, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
 01/25/2013

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		
Common Stock	01/25/2013		M		100,000	A	\$ 35.16 269,971 D
Common Stock	01/25/2013		M		74,000	A	\$ 31.93 343,971 D
Common Stock	01/25/2013		M		91,250	A	\$ 25.85 435,221 D
Common Stock	01/25/2013		S		265,250	D	\$ 56.3919 169,971 D

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
Non-Qualified Stock Option (right to buy)	\$ 25.85	01/25/2013		M	V	(A)	(D)	(2)	03/03/2015	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 31.93	01/25/2013		M				(3)	03/01/2014	Common Stock	74
Non-Qualified Stock Option (right to buy)	\$ 35.16	01/25/2013		M				(4)	04/08/2015	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 10.5							(5)	03/02/2016	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 23.88							(6)	03/01/2017	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 32.29							(7)	03/01/2018	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 36.59							(8)	04/02/2019	Common Stock	36
Restricted Stock Units -3	(9)							(10)	(11)	Common Stock	25
Restricted Stock Units -4	(9)							(12)	(11)	Common Stock	18
Restricted Stock Units -5	(9)							(13)	(11)	Common Stock	14
Restricted Stock Units -6	(9)							(14)	(11)	Common Stock	10

