Axelrod Elizabeth L Form 4 January 29, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Axelrod Elizabeth L			2. Issuer Name <b>and</b> Ticker or Trading Symbol EBAY INC [EBAY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O EBAY INC., 2145 HAMILTON AVE		AMILTON	01/25/2013	_X_ Officer (give title Other (specify below) SVP, Human Resources			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, C	A 95125		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative :	Secur	ities Acquire	d, Disposed of, o	or Beneficially	<b>Owned</b>
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	()	
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 (1)	169,971	D	

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

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SEC 1474 (9-02)

# 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. Transacti Code (Instr. 8)	ransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 25.85	01/25/2013		M		91,250	(2)	03/03/2015	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 31.93	01/25/2013		M		74,000	(3)	03/01/2014	Common Stock	74
Non-Qualified Stock Option (right to buy)	\$ 35.16	01/25/2013		M		100,000	<u>(4)</u>	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						<u>(6)</u>	03/01/2017	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 32.29						<u>(7)</u>	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	<u>(9)</u>						(10)	<u>(11)</u>	Common Stock	25
Restricted Stock Units -4	<u>(9)</u>						(12)	<u>(11)</u>	Common Stock	18
Restricted Stock Units -5	<u>(9)</u>						(13)	<u>(11)</u>	Common Stock	14
Restricted Stock Units -6	<u>(9)</u>						(14)	<u>(11)</u>	Common Stock	10

## **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 01/28/2013

\*\*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 \$56.2500 to \$56.5801.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- The reporting person received 101,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% (10) 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) Not Applicable.
- The reporting person received 37,500 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 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.
- 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.
- The reporting person received 108,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 and 25% (14) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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