

EBAY INC
Form 4
April 28, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORRINGTON LORRIE M

(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)
04/27/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

President, eBay Marketplaces

6. Individual or Joint/Group Filing(Check Applicable Line)

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	(D)	Price
Common Stock	04/27/2009		S		36,479	D		\$ 16.6019 (1)
Common Stock	04/27/2009		M		15,870	A		\$ 11.35 101,622
Common Stock	04/27/2009		S		15,870	D		\$ 16.6002 85,752 (2)

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

SEC 1474 (9-02)

required to respond unless the form 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 Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.35	04/27/2009		M	15,870	<u>(3)</u>	06/14/2014	Common Stock	15,870
Incentive Stock Option (right to buy)	\$ 33.65					<u>(3)</u>	03/31/2015	Common Stock	5,900
Non-Qualified Option (right to buy)	\$ 28.15					<u>(4)</u>	09/01/2013	Common Stock	46,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u>	03/02/2016	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(6)</u>	03/03/2015	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 26.36					<u>(7)</u>	08/08/2015	Common Stock	70,000
Non-Qualified Stock Option (right to buy)	\$ 28.15					<u>(8)</u>	09/01/2013	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(9)</u>	03/01/2014	Common Stock	55,000
Non-Qualified Stock Option (right to buy)	\$ 33.65					<u>(3)</u>	03/31/2015	Common Stock	311,000
Non-Qualified Stock Option (right to buy)	\$ 38.62					<u>(10)</u>	09/09/2015	Common Stock	150,000

Restricted Stock Units (RSUs)	<u>(11)</u>	<u>(12)</u>	<u>(13)</u>	Common Stock	116
Restricted Stock Units -2	<u>(11)</u>	<u>(14)</u>	<u>(13)</u>	Common Stock	76,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRINGTON LORRIE M C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			President, eBay Marketplaces	

Signatures

Lorrie M.
Norrington 04/28/2009

**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) Represents the weighted average price of shares sold at prices that ranged from \$16.60 to \$16.61.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$16.60 to \$16.6008.
- (3) The options were assumed in connection with the company's acquisition of Shopping.com, Inc. on 8/30/05. The options are fully vested.
- (4) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th 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 9/1/08 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/16/09 and 1/48th per month thereafter.
- (8) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 02/28/06 and 1/48th per month thereafter.
- (11) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (12) The reporting person received restricted stock units of 175,000 shares subject to a three-year vesting schedule, vesting 33.34% on 3/1/09 and 33.33% annually thereafter.
- (13) Not Applicable.
- (14) The reporting person received 76,000 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.

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.