

EBAY INC
Form 4
October 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
Carges Mark T

(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)
10/14/2013

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)
CTO & SVP Global Products Mkts

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/14/2013 | | M | 32,195 | A \$ 0 | 121,946 | D |
| Common Stock | 10/14/2013 | | F | 16,800 | D \$ 54.77 | 105,146 | 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)

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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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units -5 | (2) | 10/14/2013 | | M | 32,195 | (3) | (2) | Common Stock | 32,195 |
| Non-Qualified Option (right to buy) | \$ 55.71 | | | | | (4) | 04/01/2020 | Common Stock | 36,200 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | (5) | 03/01/2017 | Common Stock | 14,500 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | (6) | 03/01/2018 | Common Stock | 33,900 |
| Non-Qualified Stock Option (right to buy) | \$ 36.59 | | | | | (7) | 04/02/2019 | Common Stock | 28,600 |
| Restricted Stock Units -3 | (8) | | | | | (9) | (10) | Common Stock | 6,200 |
| Restricted Stock Units -4 | (8) | | | | | (11) | (10) | Common Stock | 28,500 |
| Restricted Stock Units -6 | (8) | | | | | (12) | (10) | Common Stock | 13,500 |
| Restricted Stock Units -7 | (8) | | | | | (13) | (10) | Common Stock | 18,100 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carges Mark T
C/O EBAY INC.
2145 HAMILTON AVE
SAN JOSE, CA 95125

CTO & SVP Global Products Mkts

Signatures

Mark Thomas
Carges

10/15/2013

**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 shares reacquired to satisfy tax withholding obligations in connection with the vesting of 32,195 shares of restricted stock granted to the Reporting Person on 10/14/11.

The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

- (3) The reporting person received 128,778 restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/14/12 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.

- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.

- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.

- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.

- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.

- (8) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

- (9) The reporting person received 25,000 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.

- (10) Not Applicable.

- (11) The reporting person received 57,150 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.

- (12) The reporting person received 18,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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.

- (13) The reporting person received 18,137 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.

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