

EBAY INC

Form 4

March 02, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WENIG DEVIN

(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)
03/01/2016

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)

President and CEO

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)
Common Stock	03/01/2016		A	Amount <u>77,249</u> (1)	(A) or (D) A \$ 0	382,320	D
Common Stock	03/01/2016		A	<u>67,637</u> (2)	A \$ 0	449,957	D
Common Stock	03/01/2016		F	<u>20,155</u> (3)	D \$ 24.25	429,802	D
Common Stock	03/01/2016		F	<u>17,647</u> (4)	D \$ 24.25	412,155	D
Common Stock	03/01/2016		F	<u>13,048</u> (5)	D \$ 24.25	399,107	D

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

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(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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.69					<u>(6)</u> 10/14/2018	Common Stock 134,207
Non-Qualified Stock Option (right to buy)	\$ 14.67					<u>(6)</u> 04/13/2019	Common Stock 134,207
Non-Qualified Stock Option (right to buy)	\$ 14.86					<u>(7)</u> 04/02/2019	Common Stock 83,108
Non-Qualified Stock Option (right to buy)	\$ 20.41					<u>(8)</u> 10/15/2021	Common Stock 111,183
Non-Qualified Stock Option (right to buy)	\$ 22.63					<u>(9)</u> 04/01/2020	Common Stock 139,563
Non-Qualified Stock Option (right to buy)	\$ 22.76					<u>(10)</u> 04/01/2021	Common Stock 126,982
Non-Qualified Stock Option (right to buy)	\$ 23.21					<u>(11)</u> 04/01/2022	Common Stock 224,595
Non-Qualified Stock Option (right to buy)	\$ 26.92					<u>(12)</u> 07/17/2022	Common Stock 47,144
	<u>(15)</u>					<u>(13)</u> <u>(14)</u>	16,621

Restricted Stock Units -2				Common Stock	
Restricted Stock Units -3	(15)	(16)	(14)	Common Stock	34,888
Restricted Stock Units -4	(15)	(17)	(14)	Common Stock	47,619
Restricted Stock Units -5	(15)	(18)	(14)	Common Stock	41,694
Restricted Stock Units -6	(15)	(19)	(14)	Common Stock	112,299
Restricted Stock Units -7	(15)	(20)	(14)	Common Stock	23,573

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WENIG DEVIN C/O EBAY INC. 2145 HAMILTON AVE. SAN JOSE, CA 95125			President and CEO	

Signatures

Devin Norse
Wenig 03/02/2016

__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) The reporting person was granted 77,249 restricted stock units as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in April 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
- (2) The reporting person was granted 67,637 restricted stock units as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in October 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
- (3) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 38,625 restricted stock units granted to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (the annual award was originally allocated to the reporting person as performance-based restricted stock units in April 2015)(see footnote 1).
- (4) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 33,819 restricted stock units granted to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in October 2015 in connection to the spin-off)(see footnote 2).
- (5) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 25,004 restricted stock units granted to the Reporting Person on 3/2/15 as a result of the company's achievement of certain performance criteria for 2013/2014 (the award was originally allocated to the reporting person as performance-based restricted stock units).

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- (6) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.

The reporting person received 27,000 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.

(14) Not Applicable.

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

The reporting person received 28,338 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.

The reporting person received 25,784 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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 22,576 restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 and 25% each 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 45,604 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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 23,573 restricted stock units subject to a four-year vesting schedule, vesting 25% on 7/17/16 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.

Remarks:

In addition, Table I, Column 5, includes 1 share acquired under eBay's Employee Stock Purchase Plan on October 30, 2015.

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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