

Thompson Scott
Form 4
July 14, 2011

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 *
Thompson Scott

2. Issuer Name and Ticker or Trading Symbol
EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EBAY INC., 2145 HAMILTON AVE

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, PayPal

(Street)
SAN JOSE, CA 95125

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	07/13/2011		M	50,000	A \$ 0	243,102	D
Common Stock	07/13/2011		F	23,340 <u>(1)</u>	D \$ 32.38	219,762	D

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: Thompson Scott - Form 4

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
Restricted Stock Units (RSUs)	(2)	07/13/2011		M	50,000	(3)	(4)	Common Stock	50,
Non-Qualified Option (right to buy)	\$ 25.85					(5)	03/03/2015	Common Stock	31,
Non-Qualified Option (right to buy)	\$ 28.15					(6)	09/01/2013	Common Stock	135
Non-Qualified Stock Option (right to buy)	\$ 10.5					(7)	03/02/2016	Common Stock	130
Non-Qualified Stock Option (right to buy)	\$ 23.88					(8)	03/01/2017	Common Stock	175
Non-Qualified Stock Option (right to buy)	\$ 25.85					(5)	03/03/2015	Common Stock	107
Non-Qualified Stock Option (right to buy)	\$ 28.15					(9)	09/01/2013	Common Stock	50,
Non-Qualified Stock Option (right to buy)	\$ 31.93					(10)	03/01/2014	Common Stock	139
Non-Qualified Stock Option (right to buy)	\$ 32.29					(11)	03/01/2018	Common Stock	85,
Non-Qualified Stock Option (right to buy)	\$ 39.9					(12)	03/01/2013	Common Stock	150
Non-Qualified Stock Option (right to buy)	\$ 41.035					(13)	02/11/2015	Common Stock	550

Edgar Filing: Thompson Scott - Form 4

(15) The reporting person received 43,750 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.

(16) The reporting person received 240,000 restricted stock units vesting 25% on 3/1/11, 25% on 3/1/12, 25% on 3/1/13 and 25% on 3/1/14. 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.

(17) The reporting person received 21,430 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.

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.