

EBAY INC
Form 5
April 02, 2007

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WHITMAN MARGARET C

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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, CEO & Director

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 11/06/2006 | ^ | A | 9,584 | A | \$ 0 | 9,584 | I | by Partnership ⁽¹⁾ |
| Common Stock | 11/06/2006 | ^ | G | 9,584 | D | \$ 0 | 0 | I | by Son ⁽²⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,960,000 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 22,005,934 | I | by Trust ⁽³⁾ |

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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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Non-Qualified Stock Option (right to buy) | \$ 10.0157 | Â | Â | Â | Â Â | Â (4) 01/12/2011 | Common Stock 3,000 |
| Non-Qualified Stock Option (right to buy) | \$ 14.5125 | Â | Â | Â | Â Â | Â (5) 02/12/2012 | Common Stock 1,200 |
| Non-Qualified Stock Option (right to buy) | \$ 22.02 | Â | Â | Â | Â Â | Â (6) 03/18/2013 | Common Stock 2,200 |
| Non-Qualified Stock Option (right to buy) | \$ 34.615 | Â | Â | Â | Â Â | Â (7) 03/01/2014 | Common Stock 1,200 |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | Â | Â | Â | Â Â | Â (8) 03/01/2013 | Common Stock 500 |
| Non-Qualified Stock Option (right to buy) | \$ 42.58 | Â | Â | Â | Â Â | Â (9) 03/01/2015 | Common Stock 550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMAN MARGARET C C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | Â X | Â | Â President, CEO & Director | Â |

Signatures

By: Michael R. Jacobson For: Margaret C.
Whitman

04/02/2007

__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 Managing General Partner for Whitford Limited Partnership is Griffith R. Harsh IV, not individually but as trustee of Sweetwater Trust U/A/D 10/15/99.
 - (2) The amount set forth represents 4,792 shares of common stock held by each of Ms. Whitman's sons.
The amount set forth represents 8,272,704 shares of common stock held by Griffith R. Harsh, IV & Margaret C. Whitman TTEES of Sweetwater Trust U/A/D 10/15/99, 866,615 shares of common stock held by each of the Griffith R. Harsh IV, TTEE, GRH 2006 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW 2006 Two Year GRAT, 3,000,000 shares held by each of the Griffith R. Harsh, IV, TTEE, GRH March 2006 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW March 2006 Two Year GRAT, and 3,000,000 shares held by each of the Griffith R. Harsh, IV, TTEE, GRH March 2007 Two Year GRAT and the Margaret C. Whitman, TTEE, MCW March 2007 Two Year GRAT. The foregoing reflects transfers among trusts that were exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since they did not result in any change in Ms. Whitman's pecuniary interest.
 - (4) The options become exercisable beginning on 03/14/02 and 1/48th per month thereafter over 4 years.
 - (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th per month thereafter.
 - (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
 - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.
 - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
 - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.