

Thompson Scott  
Form 4  
July 14, 2011

**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 \*  
Thompson Scott

(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)  
07/13/2011

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, PayPal

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/13/2011		M	50,000	\$ 0	D	
Common Stock	07/13/2011		F	23,340 <u>(1)</u>	\$ 32.38	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)		
				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	50,000
Non-Qualified Option (right to buy)	\$ 25.85					(5)	03/03/2015	Common Stock	31,000
Non-Qualified Option (right to buy)	\$ 28.15					(6)	09/01/2013	Common Stock	135,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					(7)	03/02/2016	Common Stock	130,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					(8)	03/01/2017	Common Stock	175,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					(5)	03/03/2015	Common Stock	107,000
Non-Qualified Stock Option (right to buy)	\$ 28.15					(9)	09/01/2013	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					(10)	03/01/2014	Common Stock	139,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(11)	03/01/2018	Common Stock	85,000
Non-Qualified Stock Option (right to buy)	\$ 39.9					(12)	03/01/2013	Common Stock	150,000
Non-Qualified Stock Option (right to buy)	\$ 41.035					(13)	02/11/2015	Common Stock	550,000

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Restricted Stock Units -3	<u>(2)</u>	<u>(14)</u>	<u>(4)</u>	Common Stock	48,
Restricted Stock Units -4	<u>(2)</u>	<u>(15)</u>	<u>(4)</u>	Common Stock	32,
Restricted Stock Units -5	<u>(2)</u>	<u>(16)</u>	<u>(4)</u>	Common Stock	180
Restricted Stock Units -6	<u>(2)</u>	<u>(17)</u>	<u>(4)</u>	Common Stock	21,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Scott C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			President, PayPal	

## Signatures

By: Brian Levey For: Scott  
Thompson

07/14/2011

\_\_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 50,000 shares of restricted stock granted to the Reporting Person on 7/13/07.
  - (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
  - (3) The reporting person received restricted stock units of 200,000 shares subject to a four-year vesting schedule, vesting 25% on the one year anniversary date of the restricted stock unit and 25% each year thereafter.
  - (4) Not Applicable.
  - (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
  - (6) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
  - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
  - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
  - (9) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
  - (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
  - (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
  - (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
  - (13) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.  
The reporting person received 97,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25% each
  - (14) 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.

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(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.

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