

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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REPORTING OWNER

ANDERSON FRED D

CIK: **1211665**

Type: **4** | Act: **34** | File No.: **000-24821** | Film No.: **13553248**

Mailing Address
C/O APPLE COMPUTER INC
1 INFINITE LOOP
CUPERTINO CA 95014

ISSUER

EBAY INC

CIK: **1065088** | IRS No.: **770430924** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
2145 HAMILTON AVENUE
SAN JOSE CA 95125

Business Address
2145 HAMILTON AVENUE
SAN JOSE CA 95125
408-376-7400

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 ANDERSON FRED D			2. Issuer Name and Ticker or Trading Symbol EBAY INC [EBAY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013					
C/O EBAY INC., 2145 HAMILTON AVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
SAN JOSE, CA 95125								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		M		15,000	A	\$34.44	21,000	D	
Common Stock	01/25/2013		M		15,000	A	\$31.61	36,000	D	
Common Stock	01/25/2013		M		10,120	A	\$29.17	46,120	D	
Common Stock	01/25/2013		S		40,120	D	\$56.452 ⁽¹⁾	6,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$29.17	01/25/2013		M		10,120		(2)	06/19/2015	Common Stock	10,120	\$ 0	0	D	
Non-Qualified	\$31.61	01/25/2013		M		15,000		(3)	06/14/2014	Common Stock	15,000	\$ 0	0	D	

Stock Option (right to buy)															
Non-Qualified Stock Option (right to buy)	\$34.44	01/25/2013		<u>M</u>		15,000	(3)	06/23/2015	Common Stock	15,000	\$ 0	0	D		
Deferred Stock Units	\$ 0						(4)	07/17/2013	Common Stock	5,444		5,444	D		
Deferred Stock Units	\$ 0						(5)	04/29/2019 (5)	Common Stock	6,678		6,678	D		
Deferred Stock Units	\$ 0						(5)	04/29/2020 (5)	Common Stock	4,537		4,537	D		
Deferred Stock Units	\$ 0						(6)	04/28/2021 (6)	Common Stock	6,470		6,470	D		
Deferred Stock Units	\$ 0						(6)	04/26/2022 (6)	Common Stock	5,359		5,359	D		
Deferred Stock Units	\$ 0						(5)	(5)	Common Stock	3,771		3,771	D		
Non-Qualified Stock Option (right to buy)	\$16.47						(2)	04/29/2016	Common Stock	16,516		16,516	D		
Non-Qualified Stock Option (right to buy)	\$24.24						(2)	04/29/2017	Common Stock	14,492		14,492	D		
Non-Qualified Stock Option (right to buy)	\$44.37						(3)	06/24/2014	Common Stock	30,000		30,000	D		

Explanation of Responses:

1. Represents the weighted average price of shares sold at prices that ranged from \$56.24 to \$56.60.
2. In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted options at the time of the Company's annual meeting of stockholders. The number of options granted is equal to the net present value of \$110,000, calculated using the Black-Scholes valuation methodology on the date of grant. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.
3. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
4. The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan which is a right to receive shares of common stock of the Issuer upon termination of service as a Director of the Company subject to the terms and conditions of the DSU Award Agreement. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, subject to the terms and conditions of the DSU Award Agreement. The DSU expires the later of 7/17/2013 or later if the reporting person is still in continuous service as a Director on such date.
5. In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient

of (A) \$110,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

6. In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$220,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

Signatures

Fred D. Anderson, Jr.

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

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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