

ANDERSON FRED D  
Form 4  
January 28, 2013

**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 \*  
ANDERSON FRED D

(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)

01/25/2013

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/25/2013		M		15,000	A	\$ 34.44 21,000
Common Stock	01/25/2013		M		15,000	A	\$ 31.61 36,000
Common Stock	01/25/2013		M		10,120	A	\$ 29.17 46,120
Common Stock	01/25/2013		S		40,120	D	\$ 56.452 6,000
							<u>(1)</u>

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 Security (Instr. 3 and 4)	Amount or Number of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Qualified Stock Option (right to buy)	\$ 29.17	01/25/2013		M	10,120	<u>(2)</u>	06/19/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 31.61	01/25/2013		M	15,000	<u>(3)</u>	06/14/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 34.44	01/25/2013		M	15,000	<u>(3)</u>	06/23/2015	Common Stock	1
Deferred Stock Units	\$ 0					<u>(4)</u>	07/17/2013	Common Stock	5
Deferred Stock Units	\$ 0					<u>(5)</u>	04/29/2019 <sup>(5)</sup>	Common Stock	6
Deferred Stock Units	\$ 0					<u>(5)</u>	04/29/2020 <sup>(5)</sup>	Common Stock	4
Deferred Stock Units	\$ 0					<u>(6)</u>	04/28/2021 <sup>(6)</sup>	Common Stock	6
Deferred Stock Units	\$ 0					<u>(6)</u>	04/26/2022 <sup>(6)</sup>	Common Stock	5
Deferred Stock Units	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 16.47					<u>(2)</u>	04/29/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 24.24					<u>(2)</u>	04/29/2017	Common Stock	1

Non-Qualified  
 Stock Option \$ 44.37 (3) 06/24/2014 Common Stock 3  
 (right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON FRED D C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125		X		

## Signatures

Fred D. 01/28/2013  
 Anderson, Jr.

\_\_Signature of Date  
 Reporting Person

## 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 the weighted average price of shares sold at prices that ranged from \$56.24 to \$56.60.  
 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.
- (2) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.  
 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.
- (3) 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.  
 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.
- (4) 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.

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.