

Marks Alan Lee  
Form 4  
March 05, 2012

**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 \*  
Marks Alan Lee

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)  
03/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Corporate Communications

(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	03/01/2012		M	29,707	A \$ 0	67,832	D
Common Stock	03/01/2012		A	24,562 (1)	A \$ 0	92,394	D
Common Stock	03/01/2012		F	20,697 (2)	D \$ 36.37	71,697	D

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

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number.

**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 Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units -1	(3)	03/01/2012		M	21,000	(4) (5)	Common Stock	21,000
Restricted Stock Units -3	(3)	03/01/2012		M	4,688	(6) (5)	Common Stock	4,688
Restricted Stock Units -4	(3)	03/01/2012		M	4,019	(7) (5)	Common Stock	4,019
Non-Qualified Stock Option (right to buy)	\$ 10.5					(8) 03/02/2016	Common Stock	72,500
Non-Qualified Stock Option (right to buy)	\$ 23.88					(9) 03/01/2017	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(10) 03/01/2018	Common Stock	64,200
Restricted Stock Units -2	(3)					(11) (5)	Common Stock	6,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Alan Lee C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			SVP, Corporate Communications	

## Signatures

Alan Lee Marks

03/02/2012

\*\*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 reporting person was granted 24,562 shares of common stock as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/13.
- Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 21,000 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 4,688 shares of restricted stock granted to the Reporting Person on 3/1/10 (c) 5,184 shares of restricted stock granted to the Reporting Person on 3/1/2011 as a result of the company's achievement of certain performance criteria for 2009/2010 (the award was originally allocated to the reporting person as performance-based restricted stock units) (d) 4,019 shares of restricted stock granted to the Reporting Person on 3/1/11 and (e) 12,281 shares of restricted stock granted to the Reporting Person on 3/1/12 (see footnote 1).
- (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- The reporting person received 84,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 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.
- (3) Not Applicable.
- The reporting person received 18,750 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.
- (4) The reporting person received 16,075 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.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- The reporting person received 12,500 restricted stock units subject to a four-year vesting schedule, vesting 25% on 9/11/10 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.
- (8) The reporting person received 12,500 restricted stock units subject to a four-year vesting schedule, vesting 25% on 9/11/10 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.