

Axelrod Elizabeth L
 Form 4
 March 03, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Axelrod Elizabeth L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O EBAY INC., 2145 HAMILTON AVE

SVP, Human Resources

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/01/2010 | | M | 86,917 A \$ 0 | 132,296 | D | |
| Common Stock | 03/01/2010 | | F | 39,458 (1) D \$ 23.88 | 92,838 | 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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | 03/01/2010 | | A | 150,000 | (2) 03/01/2017 | Common Stock |
| Restricted Stock Units -1 | (3) | 03/01/2010 | | M | 15,000 | (4) (5) | Common Stock |
| Restricted Stock Units -2 | (3) | 03/01/2010 | | M | 46,667 | (6) (5) | Common Stock |
| Restricted Stock Units -3 | (3) | 03/01/2010 | | M | 25,250 | (7) (5) | Common Stock |
| Restricted Stock Units -4 | (3) | 03/01/2010 | | A | 37,500 | (8) (5) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | (9) 03/02/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | (10) 03/03/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (11) 03/01/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 35.16 | | | | | (12) 04/08/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | (13) 03/01/2013 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Axelrod Elizabeth L
C/O EBAY INC.
2145 HAMILTON AVE

SVP, Human Resources

SAN JOSE, CA 95125

Signatures

Elizabeth Lynn
Axelrod

03/03/2010

 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).

Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (1) 15,000 shares of restricted stock granted to the Reporting Person on 3/1/07 (2) vesting of 46,667 shares of restricted stock granted to the Reporting Person on 9/2/08 (3) vesting of 25,250 shares of restricted stock granted to the Reporting Person on 3/2/09 and (4) vesting of 2,200 shares of restricted stock granted to the Reporting Person on 3/3/09.
- (1) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (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 50,000 shares subject to a five-year vesting schedule, vesting 30% on 3/1/10, vesting an incremental 30% on 3/1/11 and vesting the remaining 40% on 3/1/12.
- (4) Not Applicable.
- (5) The reporting person received restricted stock units of 140,000 shares subject to a three-year vesting schedule, vesting 1/3 on 3/1/09 and 1/3 annually thereafter.
- (6) The reporting person received 101,000 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.
- (7) The reporting person received 37,500 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.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th 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 25% on 3/31/06 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)

Remarks:

In addition to the equity grants described above, the compensation committee has approved additional performance-based rest

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