

JACOBSON MICHAEL R
 Form 4
 September 15, 2009

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 *
JACOBSON MICHAEL R

(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)
09/11/2009

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)
SVP, Legal Affairs, GC & Sec

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 409,693 | D | |
| Common Stock | | | | | 55,858 | I | by Partnership |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: JACOBSON MICHAEL R - Form 4

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) | \$ 31.93 | 09/11/2009 | | D | | 148,800 | <u>(1)</u> 03/01/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.615 | 09/11/2009 | | D | | 250,000 | <u>(3)</u> 03/01/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | 09/11/2009 | | D | | 110,000 | <u>(5)</u> 03/01/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 42.58 | 09/11/2009 | | D | | 140,000 | <u>(7)</u> 03/01/2015 | Common Stock |
| Restricted Stock Units -3 | <u>(9)</u> | 09/11/2009 | | A | | 48,888 | <u>(10)</u> <u>(11)</u> | Common Stock |
| Restricted Stock Units -4 | <u>(9)</u> | 09/11/2009 | | A | | 8,148 | <u>(12)</u> <u>(11)</u> | Common Stock |
| Restricted Stock Units -5 | <u>(9)</u> | 09/11/2009 | | A | | 22,892 | <u>(13)</u> <u>(11)</u> | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.0157 | | | | | | <u>(14)</u> 01/12/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | | <u>(15)</u> 03/02/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.5125 | | | | | | <u>(16)</u> 02/12/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.3875 | | | | | | <u>(17)</u> 03/03/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | | <u>(18)</u> 03/03/2015 | Common Stock |
| | <u>(9)</u> | | | | | | <u>(19)</u> <u>(11)</u> | |

Restricted
Stock Units
(RSUs)

Common
Stock

Restricted
Stock Units -2

(9)

(20)

(11)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACOBSON MICHAEL R C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | | | SVP, Legal Affairs, GC & Sec | |

Signatures

Michael Richard
Jacobson

09/15/2009

**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 option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (2) On September 11, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on March 1, 2007. In exchange for the option, the reporting person received 22,892 restricted stock units. *See* also footnotes 14 and 20.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.
- (4) On September 11, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on March 1, 2004. In exchange for the option, the reporting person received 33,333 restricted stock units. *See* also footnotes 14 and 18.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (6) On September 11, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on March 1, 2006. In exchange for the option, the reporting person received 8,148 restricted stock units. *See* also footnotes 14 and 19.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.
- (8) On September 11, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on March 1, 2005. In exchange for the option, the reporting person received 15,555 restricted stock units. *See* also footnotes 14 and 18.
- (9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (10) Upon surrender of the options reference in footnotes 9 and 13, the reporting person received 48,888 restricted stock units vesting 100% on 9/11/10. 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.
- (11) Not Applicable.
- (12) Upon surrender of the option reference in footnote 11, the reporting person received 8,148 restricted stock units subject to a two-year vesting schedule, vesting 50% on 9/11/10 and 50% on 9/11/11. 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.
- (13) Upon surrender of the option reference in footnote 7, the reporting person received 22,892 restricted stock units subject to a three-year vesting schedule, vesting 33.34% on 9/11/10, 33.33% on 9/11/11 and 33.33% on 9/11/12. Upon vesting, the reporting person will

Edgar Filing: JACOBSON MICHAEL R - Form 4

receive a number of shares of common stock equal to the number of restricted stock units that have vested.

- (14) The option becomes exercisable beginning 09/24/02 and 1/48 per month thereafter over four years.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (16) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th per month thereafter.
- (17) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.
- (18) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (19) The reporting person received restricted stock units of 125,000 shares subject to a three-year vesting schedule, vesting 1/3 on 3/1/09 and 1/3 annually thereafter.
The reporting person received 66,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 and 25%
- (20) 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.

Remarks:

Mr. Jacobson is not a named executive officer of the issuer, and as a result, was eligible to participate in the issuer's option exercise plan.

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.