

Donahoe John J
Form 4
March 05, 2008

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 *
Donahoe John J

(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)
03/03/2008

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)

CEO-designate & Director

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 or (D) Price | | |
| Common Stock | 03/03/2008 | | A | | 6,711 (1) | A | \$ 0 9,092 D |
| Common Stock | 03/03/2008 | | F | | 1,200 | D | \$ 25.85 7,892 D |

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

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Num Sha |
| Non-Qualified Option (right to buy) | \$ 25.85 | 03/03/2008 | | A | 258,891 | (2) 03/03/2015 | Common Stock | 2 | |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | 03/03/2008 | | A | 585,774 | (3) 03/03/2015 | Common Stock | 5 | |
| Restricted Stock Units -2 | (4) | 03/03/2008 | | A | 388,781 | (5) (6) | Common Stock | 3 | |
| Restricted Stock Units -3 | (4) | 03/03/2008 | | A | 60,000 | (7) (6) | Common Stock | 6 | |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (8) 03/01/2014 | Common Stock | 2 | |
| Non-Qualified Stock Option (right to buy) | \$ 35.5 | | | | | (9) 03/25/2015 | Common Stock | 1,0 | |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | (10) 03/01/2013 | Common Stock | 3 | |
| Restricted Stock Units -1 | (4) | | | | | (11) (6) | Common Stock | 1 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donahoe John J C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | X | | CEO-designate & Director | |

Signatures

John Joseph
Donahoe

03/05/2008

 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 6,711 shares of common stock as a result of the company's achievement of certain performance criteria for 2007 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares were vested on the date of grant, and the remainder will vest on the first business day of March 2009 (assuming eligibility requirements have been met).
 - (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 09/30/08 and 1/48th per month thereafter.
 - (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
 - (4) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
 - (5) The reporting person received restricted stock units of 388,781 shares subject to a four-year vesting schedule, vesting 25% on 03/01/09 and 25% annually thereafter.
 - (6) Not Applicable.
 - (7) The reporting person received restricted stock units of 60,000 shares subject to a two-year vesting schedule, vesting 50% on 3/1/09 and vesting the remaining 50% on 3/1/10.
 - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
 - (9) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
 - (10) The option grant is subject to a five-year vesting schedule, vesting 30% on 3/1/09, vesting an incremental 30% on 3/1/10 and vesting the remaining 40% on 3/1/11.
 - (11) The reporting person received restricted stock units of 150,000 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.

Remarks:

In addition to the equity grants described above, the compensation committee has approved additional performance-based restricted stock units.

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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