

Thompson Scott
Form 4
March 03, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Scott

(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)

03/01/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, PayPal

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/01/2010		M		32,583	A \$ 0	140,408 D
Common Stock	03/01/2010		F		18,661 (1)	D \$ 23.88	121,747 D

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

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information contained in this form are not
required to respond unless the form
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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		175,000		(2)	03/01/2017	Common Stock
Restricted Stock Units -2	(3)	03/01/2010		M			8,333	(4)	(5)	Common Stock
Restricted Stock Units -3	(3)	03/01/2010		M			24,250	(6)	(5)	Common Stock
Restricted Stock Units -4	(3)	03/01/2010		A		43,750		(7)	(5)	Common Stock
Non-Qualified Option (right to buy)	\$ 25.85							(8)	03/03/2015	Common Stock
Non-Qualified Option (right to buy)	\$ 28.15							(9)	09/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5							(10)	03/02/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.85							(8)	03/03/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.15							(11)	09/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.93							(12)	03/01/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 39.9							(13)	03/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.035							(14)	02/11/2015	Common Stock
	(15)							(16)	(17)	

Restricted
Stock Units
(RSUs)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Thompson Scott C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	President, PayPal

Signatures

Scott Thompson 03/02/2010

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).
- (1) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (1) 7,500 shares of restricted stock award granted to the Reporting Person on 3/1/06, (2) vesting of 8,333 shares of restricted stock granted to the Reporting Person on 3/3/08, (3) vesting of 24,250 shares of restricted stock granted to the Reporting Person on 3/2/09 and (4) vesting of 1,933 shares of restricted stock granted to the Reporting Person on 3/3/09.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (3) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (4) The reporting person received restricted stock units of 25,000 shares subject to a three-year vesting schedule, vesting 33.33% on 3/1/09 and 33.33% annually thereafter.
- (5) Not Applicable.
- (6) The reporting person received 97,000 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 43,750 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.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (9) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (11) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (14) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (15) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (16)

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The reporting person received restricted stock units of 200,000 shares subject to a four-year vesting schedule, vesting 25% on the one year anniversary date of the restricted stock unit and 25% each year thereafter.

(17) Not Applicable.

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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