

Thompson Scott  
Form 4  
March 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
03/02/2009

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)  
President, PayPal

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)
				(A) or (D)	Price		
Common Stock	03/02/2009		F	742 <sup>(1)</sup>	D \$ 10.5	72,836	D
Common Stock	03/03/2009		A	3,867 <sup>(2)</sup>	A \$ 0	76,703	D
Common Stock	03/03/2009		F	692	D \$ 10.42	76,011	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 10.5	03/02/2009		A	130,000	(3) 03/02/2016	Common Stock 13
Restricted Stock Units -3	(4)	03/02/2009		A	97,000	(5) (6)	Common Stock 97
Non-Qualified Option (right to buy)	\$ 25.85					(7) 03/03/2015	Common Stock 31
Non-Qualified Option (right to buy)	\$ 28.15					(8) 09/01/2013	Common Stock 13
Non-Qualified Stock Option (right to buy)	\$ 25.85					(7) 03/03/2015	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 28.15					(9) 09/01/2013	Common Stock 50
Non-Qualified Stock Option (right to buy)	\$ 31.93					(10) 03/01/2014	Common Stock 13
Non-Qualified Stock Option (right to buy)	\$ 39.9					(11) 03/01/2013	Common Stock 15
Non-Qualified Stock Option (right to buy)	\$ 41.035					(12) 02/11/2015	Common Stock 55
Restricted Stock Units (RSUs)	(4)					(13) (6)	Common Stock 15
Restricted Stock Units -2	(14)					(15) (16)	Common Stock 16

## 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                      03/04/2009

      Signature of                      Date  
Reporting Person

## 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) On March 3, 2008, the reporting person was granted 4,148 shares of common stock as a result of the company's achievement of certain performance criteria for 2007. 50% of the shares vested on the date of grant, and the remainder vested on 3/2/09. This transaction reflects the tax withholding for the portion of the shares that vested on 3/2/09.
- (2) The reporting person was granted 3,867 shares of common stock as a result of the company's achievement of certain criteria for 2007-2008 (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 3/1/10.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 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 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.
- (6) Not Applicable.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (8) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
- (9) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th 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 12.5% on 9/1/06 and 1/48th per month thereafter.
- (12) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- (13) 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.
- (14) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (15) 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.
- (16) Not Applicable.

### Remarks:

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