

GIBEAU FRANK D
Form 4
June 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
GIBEAU FRANK D

2. Issuer Name and Ticker or Trading Symbol
ELECTRONIC ARTS INC. [EA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
209 REDWOOD SHORES PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2012

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

President of EA Labels

(Street)
REDWOOD CITY, CA 94065

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/16/2012 | | M | 3,125 A \$ 119,482 | | D | |
| Common Stock | 06/16/2012 | | F | 1,459 (2) D \$ 12.44 | 118,023 | D | |
| Common Stock | 06/16/2012 | | M | 6,334 A \$ 124,357 | | D | |
| Common Stock | 06/16/2012 | | F | 2,957 (2) D \$ 12.44 | 121,400 | D | |

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)

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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Performance-based Restricted Stock Units | (3) | 06/18/2012 | | A | 200,000 (4) | (5) 05/18/2015 | Common Stock |
| Restricted Stock Units | (6) | 06/16/2012 | | M | 3,125 | (1) 06/16/2012 | Common Stock |
| Restricted Stock Units | (6) | 06/16/2012 | | M | 6,334 | (1) 06/16/2012 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GIBEAU FRANK D
209 REDWOOD SHORES PARKWAY
REDWOOD CITY, CA 94065

President of EA Labels

Signatures

By: Remie Solano, Attorney-in-Fact For: Frank D. Gibeau

06/20/2012

__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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.

(2) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.

(3) Each performance-based restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

(4) Represents the maximum number of shares of Electronic Arts common stock that may be awarded upon the achievement of certain performance targets.

(5)

Edgar Filing: GIBEAU FRANK D - Form 4

Performance-based restricted stock units will vest subject to the terms and conditions of the grant agreement evidencing the award and the Company's 2000 Equity Incentive Plan. The performance terms are described in the Form 8-K filed with the SEC on June 11, 2012, as well as its accompanying form of grant agreement.

(6) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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.