

ELECTRONIC ARTS INC.
Form 4
November 19, 2009

FORM 4

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

OMB APPROVAL

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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 *
BARKER KENNETH A

(Last) (First) (Middle)

**C/O ELECTRONIC ARTS
INC., 209 REDWOOD SHORES
PARKWAY**

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ELECTRONIC ARTS INC. [ERTS]

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

11/19/2009

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, Chief Accounting Officer

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 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) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying S |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|---|---|-------------------------|--------------------|--|------------------|-----|---------------------|--------------------|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 38.245 | 11/19/2009 | D | | 18,000 | | <u>(2)</u> | 06/16/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 48.785 | 11/19/2009 | D | | 20,000 | | <u>(2)</u> | 10/24/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 49.71 | 11/19/2009 | D | | 29,400 | | <u>(3)</u> | 06/18/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 51.64 | 11/19/2009 | D | | 21,000 | | <u>(4)</u> | 08/16/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 52.03 | 11/19/2009 | D | | 31,500 | | <u>(3)</u> | 03/01/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 56.01 | 11/19/2009 | D | | 20,000 | | <u>(3)</u> | 04/18/2016 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 5,000 | | <u>(7)</u> | 11/10/2010 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 4,878 | | <u>(7)</u> | 11/10/2010 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 8,400 | | <u>(8)</u> | 11/10/2011 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 13,363 | | <u>(8)</u> | 11/10/2011 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 11,666 | | <u>(8)</u> | 11/10/2011 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 11/19/2009 | A | | 7,142 | | <u>(8)</u> | 11/10/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARKER KENNETH A C/O ELECTRONIC ARTS INC. 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065 | | | SVP, Chief Accounting Officer | |

Signatures

Flora B. Lee, Attorney-in-Fact for: Kenneth A.
Barker

11/19/2009

__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) Represents employee stock options cancelled pursuant to Electronic Arts offer to exchange described in Schedule TO-I, filed October 21, 2009 (the Exchange Offer).
- (2) Option is 100% vested.
- (3) Option vested and became exercisable as to 24% on the first day of the month that contains the one year anniversary of the grant date, and an additional 2% on the first day of the next 38 months thereafter.
- (4) Option vested and became exercisable as to 25% each year from vest date for 4 years.
- (5) Represents restricted stock units granted pursuant to Electronic Arts offer to exchange described in Schedule TO-I, filed October 21, 2009 (the Exchange Offer).
- (6) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (7) Restricted stock units vest as to 100%, 12 months from November 10, 2009.
- (8) Restricted stock units vest as to 50%, 12 months from November 10, 2009, and then vest as to the remaining 50%, 24 months from November 10, 2009.

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.