

ELECTRONIC ARTS INC.
Form 3
August 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â COTTLE BARRY L | | (Month/Day/Year) | ELECTRONIC ARTS INC. [ERTS] | |
| (Last) | (First) | (Middle) | 08/08/2011 | |
| 209 REDWOOD SHORES PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| REDWOOD CITY,Â CAÂ 94065 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP, EA Interactive | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 29,732 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 12/16/2018 | Common Stock | 60,000 | \$ 16.06 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 08/17/2019 | Common Stock | 50,000 | \$ 19.57 | D | Â |
| Performance-based Restricted Stock Units (3) | Â (4) | 05/16/2014 | Common Stock | 130,000 (3) | \$ (5) | D | Â |
| Restricted Stock Units | Â (6) | 08/16/2011 | Common Stock | 2,500 | \$ (7) | D | Â |
| Restricted Stock Units (8) | Â (9) | 11/10/2011 | Common Stock | 15,909 | \$ (7) | D | Â |
| Restricted Stock Units | Â (6) | 06/18/2012 | Common Stock | 1,250 | \$ (7) | D | Â |
| Restricted Stock Units | Â (10) | 06/19/2012 | Common Stock | 3,000 | \$ (7) | D | Â |
| Restricted Stock Units | Â (10) | 05/17/2013 | Common Stock | 60,000 | \$ (7) | D | Â |
| Restricted Stock Units | Â (6) | 08/19/2013 | Common Stock | 12,375 | \$ (7) | D | Â |
| Restricted Stock Units | Â (10) | 12/16/2013 | Common Stock | 50,000 | \$ (7) | D | Â |
| Restricted Stock Units | Â (11) | 05/16/2014 | Common Stock | 65,000 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| COTTLE BARRY L 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065 | Â | Â | Â | EVP, EA Interactive Â |

Signatures

By: Flora B. Lee, Attorney-in-Fact For: Barry L. Cottle

08/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests and becomes exercisable as to 25% on December 1, 2009, then vests as to an additional 25% on December 1, 2010 and then vests as to the remaining 50% on December 1, 2011.

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- (2) Option vests and becomes 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.
- (3) Represents the maximum number of shares of Electronic Arts common stock that may be awarded upon the achievement of certain performance targets.
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 1, 2011, as well as the accompanying form of grant agreement.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (6) Restricted Stock Units vest as to 25% each year from grant date for 4 years.
- (7) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (8) Represents restricted stock units granted pursuant to Electronic Arts' offer to exchange described in Schedule TO-I, filed October 21, 2009 (the "Exchange Offer").
- (9) 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.
- (10) Restricted Stock Units vest as to one-third 12 months from the grant date; then vest as to an additional one-third 24 months from the grant date; and then vest as to the remaining one-third 36 months from the grant date.
- (11) Restricted stock units vest as to one-third on May 16, 2012; then vest as to an additional one-third on May 16, 2013, and then vest as to the remaining one-third on May 16, 2014.

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.