

Carges Mark T  
Form 4  
July 31, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
Carges Mark T

2. Issuer Name and Ticker or Trading Symbol  
EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O EBAY INC., 2145 HAMILTON AVE

3. Date of Earliest Transaction (Month/Day/Year)  
07/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CTO & SVP Global Products Mkts

(Street)  
SAN JOSE, CA 95125

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  |   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 07/27/2012                           |  | S                              |   | 17,000  | D  | \$ 45 42,065                      |

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)**

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| 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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 10.5  |                                      |  |                                |   | <u>(1)</u>   | 03/02/2016  | Common Stock | 107,500                    |
| Non-Qualified Stock Option (right to buy)  | \$ 15.02   |                                      |  |                                |   | <u>(2)</u>   | 04/10/2016  | Common Stock | 84,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 16.73   |                                      |  |                                |   | <u>(2)</u>   | 10/10/2015  | Common Stock | 84,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 23.88   |                                      |  |                                |   | <u>(3)</u>   | 03/01/2017  | Common Stock | 100,000                    |
| Non-Qualified Stock Option (right to buy)  | \$ 32.29   |                                      |  |                                |   | <u>(4)</u>   | 03/01/2018  | Common Stock | 85,710                     |
| Non-Qualified Stock Option (right to buy)  | \$ 36.59   |                                      |  |                                |   | <u>(5)</u>   | 04/02/2019  | Common Stock | 36,000                     |
| Restricted Stock Units -1                  | <u>(6)</u>   |                                      |  |                                |   | <u>(7)</u>   | <u>(8)</u>  | Common Stock | 18,750                     |
| Restricted Stock Units -2                  | <u>(6)</u>   |                                      |  |                                |   | <u>(9)</u>   | <u>(8)</u>  | Common Stock | 29,000                     |
| Restricted Stock Units -3                  | <u>(6)</u>   |                                      |  |                                |   | <u>(10)</u>  | <u>(8)</u>  | Common Stock | 12,500                     |
| Restricted Stock Units -4                  | <u>(6)</u>   |                                      |  |                                |   | <u>(11)</u>  | <u>(8)</u>  | Common Stock | 42,862                     |
| Restricted Stock Units -5                  | <u>(6)</u>   |                                      |  |                                |   | <u>(12)</u>  | <u>(8)</u>  | Common Stock | 128,778                    |
| Restricted Stock Units -6                  | <u>(6)</u>   |                                      |  |                                |   | <u>(13)</u>  | <u>(8)</u>  | Common Stock | 18,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Carges Mark T<br>C/O EBAY INC.<br>2145 HAMILTON AVE<br>SAN JOSE, CA 95125 |               |           | CTO & SVP Global Products Mkts |       |

## Signatures

Mark Thomas  
Carges 07/31/2012

\*\*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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (2) Options become exercisable as to 25% on 9/2/09 and 1/48th monthly thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (6) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (7) The reporting person received restricted stock units of 75,000 shares subject to a four-year vesting schedule, vesting 25% on 10/10/09 and 25% annually thereafter.
- (8) Not Applicable.
- (9) The reporting person received 116,000 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.
- (10) The reporting person received 25,000 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.
- (11) The reporting person received 57,150 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/12 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.
- (12) The reporting person received 128,778 restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/14/12 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.
- (13) The reporting person received 18,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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.

### Remarks:

In addition, Table I, Column 5, includes 852 shares acquired under eBay's Employee Stock Purchase Plan on April 30, 2012. 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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