

ELECTRONIC ARTS INC.
Form 4
December 29, 2008

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 *
PROBST LAWRENCE F III

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

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)
12/23/2008

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

(Street)

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

REDWOOD CITY, CA 94065

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/23/2008 | | M ⁽¹⁾ | | \$ 60,000 A 14.9375 | 641,101 | D |
| Common Stock | 12/23/2008 | | S ⁽¹⁾ | | \$ 60,000 D 16.0258 | 581,101 | D |
| Common Stock | 12/26/2008 | | M ⁽¹⁾ | | \$ 160,000 A 14.9375 | 741,101 | D |
| Common Stock | 12/26/2008 | | S ⁽¹⁾ | | \$ 160,000 D 15.355 | 581,101 | D |
| Common Stock | | | | | | 87,886 | I By GRAT |

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| | | | |
|--------------|---------|---|---------------------|
| Common Stock | 469,713 | I | By Probst Family LP |
| Common Stock | 16,669 | I | by Spouse |

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

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(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 and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 14.9375 | 12/23/2008 | | M ⁽¹⁾ | 60,000 | ⁽⁴⁾ 08/13/2009 ⁽⁵⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.9375 | 12/26/2008 | | M ⁽¹⁾ | 160,000 | ⁽⁴⁾ 08/13/2009 ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PROBST LAWRENCE F III 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065 | | X | | |

Signatures

By: Marianne Friebel, Attorney-in-Fact For: Lawrence F. Probst III 12/29/2008

**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) This transaction was effected pursuant to a 10b5-1 trading plan established by Mr. Probst on August 20, 2008.

Weighted average sale price for common stock sold. Actual sales price for shares sold ranged from \$15.75 to \$16.34 The Company
(2) undertakes to provide to the Staff of the S.E.C., the issuer or a security holder full information regarding the number of shares purchased or sold at each separate price.

Weighted average sale price for common stock sold. Actual sales price for shares sold ranged from \$15.11 to \$15.64 The Company
(3) undertakes to provide to the Staff of the S.E.C., the issuer or a security holder full information regarding the number of shares purchased or sold at each separate price.

(4) Option was fully vested at time of exercise.

(5) Original option expiration date of 8/13/2009 was accelerated to 12/26/2008 in connection with Mr. Probst's transition from an employee to a non-employee director.

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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