

Axelrod Elizabeth L
 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 *
 Axelrod Elizabeth L

(Last) (First) (Middle)

C/O EBAY INC., 2145 HAMILTON AVE

(Street)

SAN JOSE, CA 95125

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ 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 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 or Price		
Common Stock	07/27/2012		M		120,000 A \$ 39.9	346,623	D
Common Stock	07/27/2012		S		176,652 (1) D \$ 44.75	169,971	D
Common Stock	07/30/2012		M		74,400 A \$ 31.93	244,371	D
Common Stock	07/30/2012		S		74,400 (1) D \$ 45.75	169,971	D

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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 31.93	07/30/2012		M	74,400	<u>(2)</u>	03/01/2014	Common Stock	74
Non-Qualified Stock Option (right to buy)	\$ 39.9	07/27/2012		M	120,000	<u>(3)</u>	03/01/2013	Common Stock	120
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(4)</u>	03/02/2016	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(5)</u>	03/01/2017	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(6)</u>	03/03/2015	Common Stock	91
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(7)</u>	03/01/2018	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 35.16					<u>(8)</u>	04/08/2015	Common Stock	70
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(9)</u>	04/02/2019	Common Stock	36
Restricted Stock Units -3	<u>(10)</u>					<u>(11)</u>	<u>(12)</u>	Common Stock	25
Restricted Stock Units -4	<u>(10)</u>					<u>(13)</u>	<u>(12)</u>	Common Stock	18
	<u>(10)</u>					<u>(14)</u>	<u>(12)</u>		14

Restricted
Stock Units -5

Common
Stock

Restricted
Stock Units -6 (10)

(15)

(12)

Common
Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Axelrod Elizabeth L C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125			SVP, Human Resources	

Signatures

Elizabeth Lynn
Axelrod 07/30/2012

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
- (3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 25% on 3/31/06 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (10) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
The reporting person received 101,000 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.
- (11) Not Applicable.
- (12) Not Applicable.
The reporting person received 37,500 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.
- (13) Not Applicable.
The reporting person received 18,750 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.
- (14) Not Applicable.
The reporting person received 108,000 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
- (15)

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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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