

EBAY INC  
Form 4  
November 04, 2008

**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 \*  
COOK SCOTT D

(Last) (First) (Middle)

C/O INTUIT, INC., 2700 COAST AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2008

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)

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 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                    |                                      |  |                                |   | 163,006   | 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)**

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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 Security (Instr. 3 and 4) | Amount of Shares |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title            | Amount of Shares |
| Deferred Stock Units                       | \$ 0   | 11/01/2008                           |  | A                              | 982   | <u>(1)</u>   | 11/01/2018 <sup>(1)</sup>                                   | Common Stock     | 9                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(2)</u>   | 08/01/2015  | Common Stock     | 3                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(3)</u>   | 11/01/2015  | Common Stock     | 3                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(4)</u>   | 02/01/2016  | Common Stock     | 3                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(5)</u>   | 05/01/2016  | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(6)</u>   | 08/01/2016  | Common Stock     | 5                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(7)</u>   | 11/01/2016  | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(8)</u>   | 02/01/2017  | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(9)</u>   | 05/01/2017  | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(1)</u>   | 08/01/2017 <sup>(1)</sup>                                   | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(1)</u>   | 11/01/2017 <sup>(1)</sup>                                   | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(1)</u>   | 02/01/2018 <sup>(1)</sup>                                   | Common Stock     | 5                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(1)</u>   | 05/01/2018 <sup>(1)</sup>                                   | Common Stock     | 4                |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(10)</u>  | 06/19/2018 <sup>(10)</sup>                                  | Common Stock     | 3,7              |
| Deferred Stock Units                       | \$ 0   |                                      |  |                                |   | <u>(11)</u>  | 08/01/2018 <sup>(11)</sup>                                  | Common Stock     | 6                |
| Non-Qualified Stock Option                 | \$ 13.7525   |                                      |  |                                |   | <u>(12)</u>  | 06/05/2012  | Common Stock     | 120              |





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Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 5/01/2017, or later if the reporting person is still in continuous service as a Director of the Company on such date.

- (10) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient (rounded to the nearest whole share) of (A) \$110,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

- (11) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2008 Equity Incentive Award Plan. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

- (12) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.

- (13) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted options at the time of the Company's annual meeting of stockholders. The number of options granted is equal to the net present value of \$110,000 (rounded to the nearest whole option), calculated using the Black-Scholes valuation methodology on the date of grant. Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

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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