

Axelrod Elizabeth L
 Form 4
 April 04, 2012

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 *
 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)
 04/02/2012

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)

SVP, Human Resources

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)
Common Stock				(A) or (D) Price	225,771	D	

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 36.59	04/02/2012		A	36,000	<u>(1)</u>	04/02/2019	Common Stock	36,000
Restricted Stock Units -6	<u>(2)</u>	04/02/2012		A	108,000	<u>(3)</u>	<u>(4)</u>	Common Stock	108,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(5)</u>	03/02/2016	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(6)</u>	03/01/2017	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					<u>(7)</u>	03/03/2015	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 31.93					<u>(8)</u>	03/01/2014	Common Stock	14,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(9)</u>	03/01/2018	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 35.16					<u>(10)</u>	04/08/2015	Common Stock	70,000
Non-Qualified Stock Option (right to buy)	\$ 39.9					<u>(11)</u>	03/01/2013	Common Stock	12,000
Restricted Stock Units -3	<u>(2)</u>					<u>(12)</u>	<u>(4)</u>	Common Stock	25,000
Restricted Stock Units -4	<u>(2)</u>					<u>(13)</u>	<u>(4)</u>	Common Stock	18,000
Restricted Stock Units -5	<u>(2)</u>					<u>(14)</u>	<u>(4)</u>	Common Stock	14,000

