

SMITH NANCY L
 Form 3
 February 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| SMITH NANCY L | | (Month/Day/Year) | ELECTRONIC ARTS INC. [ERTS] | |
| (Last) | (First) | (Middle) | 02/02/2010 | |
| 209 REDWOOD SHORES PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| REDWOOD CITY, CA 94065 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP, Global Publishing Org. | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 39,958 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Units | Â (1) | 06/18/2011 | Common Stock | 2,500 | \$ (2) | D | Â |
| Restricted Stock Units | Â (1) | 06/16/2012 | Common Stock | 9,375 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | 06/16/2012 | Common Stock | 5,000 | \$ (2) | D | Â |
| Restricted Stock Units (4) | Â (5) | 11/10/2010 | Comon Stock | 65,085 | \$ (2) | D | Â |
| Restricted Stock Units (4) | Â (6) | 11/10/2011 | Common Stock | 91,125 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH NANCY L 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065 | Â | Â | Â EVP, Global Publishing Org. | Â |

Signatures

Flora B. Lee, Attorney-in-Fact for Nancy L. Smith

02/10/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock units vest as to 25% each year from grant date for 4 years.
- (2) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (3) Restricted stock units vest as to 33.33% each year from grant date for 3 years.
- (4) Represents restricted stock units granted pursuant to Electronic Arts offer to exchange described in Schedule TO-I, filed October 21, 2009 (the Exchange Offer).
- (5) Restricted stock units vest as to 100%, 12 months from November 10, 2009.
- (6) Restricted stock units vest as to 50%, 12 months from November 10, 2009, and then vest as to the remaining 50%, 24 months from November 10, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.