

Axelrod Elizabeth L
 Form 4
 May 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2013

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

C/O EBAY INC., 2145 HAMILTON AVE

SVP, Human Resources

(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

SAN JOSE, CA 95125

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/10/2013		M	A	\$ 31.93	209,701	D
Common Stock	05/10/2013		S	D	\$ 55.39	209,301	D
Common Stock	05/14/2013		M	A	\$ 35.16	409,301	D
Common Stock	05/14/2013		S	D	\$ 56	209,301	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)

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	05/10/2013		M	400	<u>(1)</u> 03/01/2014	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 35.16	05/14/2013		M	200,000	<u>(2)</u> 04/08/2015	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 10.5					<u>(3)</u> 03/02/2016	Common Stock 91
Non-Qualified Stock Option (right to buy)	\$ 23.88					<u>(4)</u> 03/01/2017	Common Stock 15
Non-Qualified Stock Option (right to buy)	\$ 32.29					<u>(5)</u> 03/01/2018	Common Stock 75
Non-Qualified Stock Option (right to buy)	\$ 36.59					<u>(6)</u> 04/02/2019	Common Stock 36
Non-Qualified Stock Option (right to buy)	\$ 55.71					<u>(7)</u> 04/01/2020	Common Stock 28
Restricted Stock Units -4	<u>(8)</u>					<u>(9)</u> <u>(10)</u>	Common Stock 9
Restricted Stock Units -5	<u>(8)</u>					<u>(11)</u> <u>(10)</u>	Common Stock 9
Restricted Stock Units -6	<u>(8)</u>					<u>(12)</u> <u>(10)</u>	Common Stock 81
Restricted Stock Units -7	<u>(8)</u>					<u>(13)</u> <u>(10)</u>	Common Stock 14

