SHARPLES BRIAN
Form 4/A
October 05, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARPLES BRIAN

(Last) (First) (Middle)

1011 W. FIFTH STREET, SUITE 300

(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2012		M		3,000	A	$ 8.1	60,346 (11)	D	
Common Stock	10/01/2012		M		8,000	A	$ 2.06	68,346 (11)	D	
Common Stock	10/01/2012		S(1)		11,000	D	$ 23.6199 (8)	57,346 (11)	D	
Common Stock	10/01/2012		S(1)		15,000	D	$ 23.6231 (7)	1,047,513	I	By Moose Pond Investments, LP (2)

Common Stock	200,000	I	By Sharples Venture Partners, LP (3)
Common Stock	11,402	I	By The Chloe Marie Sharples 1998 Trust (4)
Common Stock	11,402	I	By The Emma Jette Sharples 2002 Trust (5)
Common Stock	11,403	I	By The Hawken Drake Sharples 2009 Trust (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)		8. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 8.1	10/01/2012		M			3,000	(9)	01/29/2018	Common Stock	3,000	
Stock Option	$ 2.06	10/01/2012		M			8,000	(10)	01/30/2017	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		President and CEO	

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brian Sharples	10/05/2012
**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) Transaction pursuant to a Section 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

(2) The reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.

(3) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.

(4) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.

(5) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.

(6) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $23.13 to $23.87.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $23.11 to $23.87.

(9) Vested as to 5,397 shares each month beginning January 29, 2009 through December 29, 2009 and as to 8,125 shares each month beginning January 29, 2010 through December 29, 2010.

(10) Vested as to 1/16th of the shares subject to the option on April 30, 2007 and as to 1/48th of the shares subject to the option each month thereafter.

(11) Transaction reported on this line is being re-reported because the numbers reported in the orignal Form 4 were incorrect.

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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