

Thompson Scott
Form 4
July 14, 2011

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 *
Thompson Scott

(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)
07/13/2011

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)
President, PayPal

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 07/13/2011 | | M | | 50,000 | A | \$ 0 243,102 | D |
| Common Stock | 07/13/2011 | | F | | 23,340 <u>(1)</u> | D | \$ 32.38 219,762 | 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)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Units (RSUs) | (2) | 07/13/2011 | | M | 50,000 | (3) | (4) | Common Stock | 50, |
| Non-Qualified Option (right to buy) | \$ 25.85 | | | | | (5) | 03/03/2015 | Common Stock | 31, |
| Non-Qualified Option (right to buy) | \$ 28.15 | | | | | (6) | 09/01/2013 | Common Stock | 135 |
| Non-Qualified Stock Option (right to buy) | \$ 10.5 | | | | | (7) | 03/02/2016 | Common Stock | 130 |
| Non-Qualified Stock Option (right to buy) | \$ 23.88 | | | | | (8) | 03/01/2017 | Common Stock | 175 |
| Non-Qualified Stock Option (right to buy) | \$ 25.85 | | | | | (5) | 03/03/2015 | Common Stock | 107 |
| Non-Qualified Stock Option (right to buy) | \$ 28.15 | | | | | (9) | 09/01/2013 | Common Stock | 50, |
| Non-Qualified Stock Option (right to buy) | \$ 31.93 | | | | | (10) | 03/01/2014 | Common Stock | 139 |
| Non-Qualified Stock Option (right to buy) | \$ 32.29 | | | | | (11) | 03/01/2018 | Common Stock | 85, |
| Non-Qualified Stock Option (right to buy) | \$ 39.9 | | | | | (12) | 03/01/2013 | Common Stock | 150 |
| Non-Qualified Stock Option (right to buy) | \$ 41.035 | | | | | (13) | 02/11/2015 | Common Stock | 550 |

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(15) The reporting person received 43,750 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/11 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

(16) The reporting person received 240,000 restricted stock units vesting 25% on 3/1/11, 25% on 3/1/12, 25% on 3/1/13 and 25% on 3/1/14. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

(17) The reporting person received 21,430 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/12 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

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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