

GIBEAU FRANK D
Form 4
May 18, 2012

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 *
GIBEAU FRANK D

(Last) (First) (Middle)

209 REDWOOD SHORES
PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELECTRONIC ARTS INC. [EA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2012

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)

President of the EA Labels

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/16/2012 | | A | 33,333 A (1) | 90,460 | D | |
| Common Stock | 05/16/2012 | | F | 12,227 (2) D \$ 14.31 | 78,233 | D | |
| Common Stock | 05/16/2012 | | A | 21,333 A (3) | 99,566 | D | |
| Common Stock | 05/16/2012 | | F | 7,825 (4) D \$ 14.31 | 91,741 | D | |
| Common Stock | 05/17/2012 | | A | 43,333 A (1) | 135,074 | D | |

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Common Stock 05/17/2012 F 18,717⁽²⁾ D \$ 14.41 116,357 D

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance-based Restricted Stock Units | <u>(5)</u> | 05/16/2012 | | D | 21,333 <u>(6)</u> | <u>(3)</u> 05/16/2014 | Common Stock |
| Performance-based Restricted Stock Units | <u>(5)</u> | 05/16/2012 | | J | 45,333 <u>(7)</u> | <u>(7)</u> 05/16/2014 | Common Stock |
| Restricted Stock Units | <u>(8)</u> | 05/17/2012 | | D | 43,333 | <u>(1)</u> 05/17/2013 | Common Stock |
| Restricted Stock Units | <u>(8)</u> | 05/16/2012 | | D | 33,333 | <u>(1)</u> 05/16/2014 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GIBEAU FRANK D
209 REDWOOD SHORES PARKWAY
REDWOOD CITY, CA 94065

President of the EA Labels

Signatures

By: Remie Solano, Attorney-in-Fact For: Frank D. Gibeau

05/18/2012

 **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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (2) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.
- (3) Upon vesting, each Performance-based Restricted Stock Unit was converted into an equivalent number of shares of common stock.
- (4) Represents shares of common stock withheld for tax purposes upon the vesting of Performance-based Restricted Stock Units.
- (5) Each Performance-based Restricted Stock Unit represents a contingent right to receive one share of Electronic Arts common stock.
- (6) Represents the portion of total target shares earned and vested in accordance with the terms of the Performance-based Restricted Stock Units.
- (7) Represents the portion of total target shares unearned and cancelled in accordance with the terms of the Performance-based Restricted Stock Units.
- (8) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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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