

EBAY INC

Form 4

March 03, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITMAN MARGARET C**

(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)  
**03/01/2006**

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, CEO & Director

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					3,960,000	D	
Common Stock					9,584	I	by Son <sup>(1)</sup>
Common Stock					22,305,934	I	by Trust <sup>(2)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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 Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 39.9	03/01/2006		A		500,000		(3)	03/01/2013	Common Stock	5,000,000
Non-Qualified Stock Option (right to buy)	\$ 10.0157							(4)	01/12/2011	Common Stock	3,000,000
Non-Qualified Stock Option (right to buy)	\$ 14.5125							(5)	02/12/2012	Common Stock	1,200,000
Non-Qualified Stock Option (right to buy)	\$ 22.02							(6)	03/18/2013	Common Stock	2,200,000
Non-Qualified Stock Option (right to buy)	\$ 34.615							(7)	03/01/2014	Common Stock	1,200,000
Non-Qualified Stock Option (right to buy)	\$ 42.58							(8)	03/01/2015	Common Stock	5,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITMAN MARGARET C C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125	X President, CEO & Director

## Signatures

By: Brian Levey For: Margaret C. Whitman

03/03/2006

\*\*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) The amount set forth in Column 5, Row 2 of Table I represents 4,792 shares of common stock held by each of Ms. Whitman's sons.

The amount in Column 5, Row 3 of Table I represents 20,108,380 shares of common stock held by Griffith R. Harsh, IV & Margaret C. Whitman TTEES of Sweetwater Trust (a revocable trust) U/A/D 10/15/99, 1,098,777 shares of common stock held by Griffith R. Harsh,

(2) IV, TTEE, GRH 2005 GRAT and 1,098,777 shares of common stock held by Margaret C. Whitman, TTEE, MCW 2005 GRAT. The foregoing reflects transfers among trusts that were exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since they did not result in any change in Ms. Whitman's pecuniary interest.

(3) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.

(4) The options become exercisable beginning on 03/14/02 and 1/48th per month thereafter over 4 years.

(5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 8/12/02 and 1/48th per month thereafter.

(6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/01/03 and 1/48th per month thereafter.

(7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/04 and 1/48th per month thereafter.

(8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/05 and 1/48th per month thereafter.

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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