

Thompson Scott
Form 3
February 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Thompson Scott | | (Month/Day/Year) | EBAY INC [EBAY] | |
| (Last) | (First) | (Middle) | 01/23/2008 | |
| C/O EBAY INC., 2145 HAMILTON AVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN JOSE, CA 95125 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, PayPal | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 50,000 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|--------------------------------|----------------------------|
| Non-Qualified Option (right to buy) | Â (2) | 09/01/2013 | Common Stock 135,000 \$ 28.15 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 09/01/2013 | Common Stock 50,000 \$ 28.15 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 03/01/2014 | Common Stock 139,500 \$ 31.93 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 03/01/2013 | Common Stock 150,000 \$ 39.9 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 02/11/2015 | Common Stock 550,000 \$ 41.035 | D Â |
| Restricted Stock Units (RSUs) | Â (7) | Â (8) | Common Stock 200,000 \$ (9) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Scott C/O EBAY INC. 2145 HAMILTON AVE SAN JOSE, CA 95125 | Â | Â | Â President, PayPal | Â |

Signatures

Scott Thompson 02/01/2008

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person received a restricted stock award on 3/1/06 of 25,000 shares subject to a five-year vesting schedule, vesting 30% on 3/1/09, vesting an incremental 30% on 3/1/10 and vesting the remaining 40% on 3/1/11. In addition, the reporting person received a restricted stock award on 8/11/06 of 25,000 shares subject to a two-year vesting schedule, with 100% of the shares vesting on 8/1/08.
 - (2) The option grant is subject to a three-year vesting schedule, vesting 16.67% on 3/1/07 and 1/36th per month thereafter.
 - (3) The option grant is subject to a two-year vesting schedule, vesting 25% on 3/1/07 and 1/24th per month thereafter.
 - (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/07 and 1/48th per month thereafter.
 - (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/06 and 1/48th per month thereafter.
 - (6) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
 - (7) The reporting person received restricted stock units of 200,000 shares subject to a four-year vesting schedule, vesting 25% on the one year anniversary date of the restricted stock unit and 25% each year thereafter.
 - (8) Not Applicable.

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(9) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

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Remarks:

InÂ additionÂ toÂ theÂ equityÂ grantÂ madeÂ onÂ 3/1/07Â andÂ describedÂ above,Â theÂ reportingÂ personÂ wasÂ awa

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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