

JACOBSON MICHAEL R
Form 4
March 05, 2013

FORM 4

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

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).

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 *
JACOBSON MICHAEL R

(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)
03/01/2013

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)
SVP, Legal Affairs, GC & Sec

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	(A) or (D)	Price
Common Stock	03/01/2013		M		28,108	A	\$ 0
Common Stock	03/01/2013		A		37,289 (1)	A	\$ 0
Common Stock	03/01/2013		F		32,942 (2)	D	\$ 54.9

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

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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
Restricted Stock Units -2	(3)	03/01/2013		M	16,500	(4)	(5)	Common Stock	16,500
Restricted Stock Units -6	(3)	03/01/2013		M	6,250	(6)	(5)	Common Stock	6,250
Restricted Stock Units -7	(3)	03/01/2013		M	5,358	(7)	(5)	Common Stock	5,358
Non-Qualified Stock Option (right to buy)	\$ 10.5					(8)	03/02/2016	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 23.88					(9)	03/01/2017	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 25.85					(10)	03/03/2015	Common Stock	91,000
Non-Qualified Stock Option (right to buy)	\$ 32.29					(11)	03/01/2018	Common Stock	85,000
Non-Qualified Stock Option (right to buy)	\$ 36.59					(12)	04/02/2019	Common Stock	28,000
Restricted Stock Units -8	(3)					(13)	(5)	Common Stock	56,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MICHAEL R C/O EBAY INC.			SVP, Legal Affairs, GC	

2145 HAMILTON AVE
SAN JOSE, CA 95125

& Sec

Signatures

Michael Richard
Jacobson 03/03/2013

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 reporting person was granted 37,289 shares of common stock as a result of the company's achievement of certain performance criteria for 2011/2012 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/14.

Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 16,500 shares of restricted stock granted to the Reporting Person on 3/2/09 (b) 6,250 shares of restricted stock granted to the Reporting Person on 3/1/10 (c) 5,358 shares of restricted stock granted to the Reporting Person on 3/1/11 (d) 16,375 shares of restricted stock granted to the Reporting Person on 3/1/12 as a result of the company's achievement of certain performance criteria for 2010/2011 (the award was originally allocated to the reporting person as performance-based restricted stock units (e) and 18,645 shares of restricted stock granted to the Reporting Person on 3/1/13 (see footnote 1).
 - (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 66,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/10 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.
 - (3) Not Applicable.

The reporting person received 25,000 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.
 - (4) 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.
 - (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
 - (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
 - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
 - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
 - (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
 - (10) The reporting person received 56,400 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ;s Executive Vice President and Chief Operating Officer.

- Ms. Dahl is eligible for potential equity awards in accordance with the guidelines and parameters that are used in the normal course of business by the Company s Compensation Committee.

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- Ms. Dahl is eligible to receive annual bonuses in accordance with the Company's senior executive incentive plan as in effect and approved by the Board of Directors or Compensation Committee from time to time.
- Ms. Dahl is entitled to participate in the various other employee benefit plans and programs applicable to senior executives of the Company, including, but not limited to, medical, life and other benefits.
- Ms. Dahl's annual base salary will initially remain at \$375,000 but will adjust to \$325,000 effective March 1, 2009, and to \$250,000 effective June 1, 2009.
- The Company will continue to pay to Ms. Dahl a car allowance of \$1,000 per month through the earlier of (1) February 28, 2009, or (2) the end of Ms. Dahl's employment.
- Ms. Dahl is entitled, during each full calendar year in which the Amended Agreement remains in effect, to 23 days of paid time off.
- The Company, at its own expense, will continue to provide \$1,000,000 of life insurance coverage on Ms. Dahl's life through the earlier of (1) February 28, 2009, or (2) the end of Ms. Dahl's employment.
- During Ms. Dahl's employment and for a period of one year after the end of Ms. Dahl's employment, Ms. Dahl will not compete with the Company, will not solicit the Company's employees and will not engage, or interfere in the Company's relationships with, any of the Company's vendors and suppliers.
- If, on or before February 28, 2009 and within 12 months following a Change of Control, Ms. Dahl's employment is terminated by the Company without Cause or by Ms. Dahl for Good Reason, then (1) all restricted stock held by Ms. Dahl will vest immediately and (2) in addition to any severance pay and benefits described below, Ms. Dahl will be entitled to receive a lump sum payment equivalent to one year of her then-current base salary.
- In the event that the Company terminates Ms. Dahl's employment without Cause, Ms. Dahl will be entitled to receive severance payments as follows: (1) if Ms. Dahl's employment is terminated without Cause on or before February 28, 2009, Ms. Dahl will receive a severance payment in the amount of \$375,000; (2) if Ms. Dahl's employment is terminated without Cause after February 28, 2009 but on or before February 28, 2010, Ms. Dahl will receive a severance payment in the amount of \$250,000; provided, however, that such severance payments shall be offset by compensation Ms. Dahl earns through other employment or consulting arrangements during the severance period.

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The terms Cause, Good Reason and Change of Control are defined in the Amended Agreement. The foregoing summary of the Amended Agreement is qualified in its entirety by reference to the Amended Agreement, a copy of which is filed as Exhibit 10.3 to this Current Report on Form 8-K and incorporated herein by reference.

With the realignment of Ms. Dahl's duties, the Company's Real Estate and Logistics functions will report directly to Lorna Nagler, Chief Executive Officer. The Company has no current intention of filling the Chief Operating Officer position.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing, among other things, the planned closing of the Company's Acorn business is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The press release should be read in conjunction with the note regarding forward-looking statements, which is included in the text of the press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amended and Restated Christopher & Banks Corporation 2006 Equity Incentive Plan for Non-Employee Directors.

10.2 Amended and Restated Christopher & Banks Corporation 2005 Stock Incentive Plan.

10.3 Amended and Restated Executive Employment Agreement between Christopher & Banks Corporation and Monica Dahl, effective as of July 31, 2008.

99.1 Press release, dated July 31, 2008, of Christopher & Banks Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHRISTOPHER & BANKS CORPORATION

By: /s/ Andrew K. Moller
Andrew K. Moller
Executive Vice President and Chief Financial Officer

Date: August 5, 2008

EXHIBIT INDEX

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99.1	Press release, dated July 31, 2008, of Christopher & Banks Corporation.