

Schatz Jacob J.
Form 4
May 18, 2018

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 *
Schatz Jacob J.

(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)
05/16/2018

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)
General Counsel & Corp Sect'y

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	05/16/2018		M		2,983 A <u>(1)</u> 16,175	D	
Common Stock	05/16/2018		F		1,029 <u>(2)</u> D \$ 130.11 15,146	D	
Common Stock	05/16/2018		M		1,679 A <u>(3)</u> 16,825	D	
Common Stock	05/16/2018		F		833 <u>(2)</u> D \$ 130.11 15,992	D	
Common Stock	05/16/2018		M		3,333 A <u>(1)</u> 19,325	D	

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Common Stock	05/16/2018	F	1,153 (2)	D	\$ 130.11	18,172	D
Common Stock	05/16/2018	M	1,644	A	(3)	19,816	D
Common Stock	05/16/2018	F	816 (2)	D	\$ 130.11	19,000	D
Common Stock	05/16/2018	M	5,655	A	(1)	24,655	D
Common Stock	05/16/2018	F	2,599 (2)	D	\$ 130.11	22,056	D
Common Stock	05/16/2018	M	1,734	A	(3)	23,790	D
Common Stock	05/16/2018	F	860 (2)	D	\$ 130.11	22,930	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	(3)	05/16/2018		J	309	(4) 05/16/2018	Common Stock	
Performance-based Restricted Stock Units	(3)	05/16/2018		M	1,679	(5) 05/16/2018	Common Stock	
Performance-based Restricted Stock Units	(3)	05/16/2018		J	578	(4) 05/16/2019	Common Stock	

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Performance-based Restricted Stock Units	(3)	05/16/2018	M	1,644	(6)	05/16/2019	Common Stock
Performance-based Restricted Stock Units	(3)	05/16/2018	J	1,885	(8)	05/16/2020	Common Stock
Performance-based Restricted Stock Units	(3)	05/16/2018	M	1,734	(9)	05/16/2020	Common Stock
Restricted Stock Units	(1)	05/16/2018	M	2,983	(10)	05/16/2018	Common Stock
Restricted Stock Units	(1)	05/16/2018	M	3,333	(11)	05/16/2019	Common Stock
Restricted Stock Units	(1)	05/16/2018	M	5,655	(11)	05/16/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schatz Jacob J. 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065			General Counsel & Corp Sect'y	

Signatures

By: Deborah Berenjfoorosh, Attorney-in-Fact For: Jacob J. Schatz 05/18/2018

__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) Each Restricted Stock Unit represents the right to receive, at settlement, one share of Electronic Arts Inc. common stock. This transaction represents the settlement of Restricted Stock Units in shares of common stock on their scheduled vesting date.
- (2) Represents shares of common stock withheld to satisfy tax withholding requirements upon the vesting of this award.
- (3) Each Performance-Based Restricted Stock Unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of Performance-Based Restricted Stock Units in shares of common stock on their scheduled vesting date.
- (4) Represents the portion of Performance-Based Restricted Stock Units unearned and cancelled in accordance with their terms.
- (5) Vesting of this award depends on EA's relative total stockholder return. 169% of the target number of Performance-Based Restricted Stock Units vested based on actual performance.
- (6) Vesting of this award depends on EA's relative total stockholder return. 148% of the target number of Performance-Based Restricted Stock Units vested based on actual performance.
- (7) Represents the number of Performance-Based Restricted Stock Units that could vest based on the maximum level of achievement. The actual vesting of this award depends on EA's relative total stockholder return.

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- (8) Represents the portion of unearned Performance-Based Restricted Stock Units cancelled in accordance with their terms. Pursuant to the terms of the applicable award agreement, 151 Performance-Based Restricted Stock Units from this award were not cancelled and remain unearned as they can be earned in future periods.
- (9) Vesting of this award depends on EA's relative total stockholder return. 92% of the target number of Performance-Based Restricted Stock Units vested based on actual performance.
- (10) This award was fully vested as of May 16, 2018.
- (11) This award has vested or will vest as to one-third of the Restricted Stock Units on the 11-month, 23-month and 35-month anniversaries of the date of grant.

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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