

Buhrdorf Ross
Form 4/A
March 08, 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 *
Buhrdorf Ross

(Last) (First) (Middle)
1011 W. FIFTH STREET, SUITE 300
(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
03/07/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technology Officer

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 | (D) | Price |
| Common Stock | 03/01/2013 | | M | | 865 | A | \$ 0 |
| Common Stock | 03/04/2013 | | S | | 1,071 | D | \$ 30.0603 (5) |
| Common Stock | 03/04/2013 | | M | | 10,000 | A | \$ 13.49 |
| Common Stock | 03/04/2013 | | M | | 10,000 | D | \$ 30.0603 (5) |
| | 03/05/2013 ⁽³⁾ | | A | | 17,201 | A | \$ 0 |

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Common
Stock

Common Stock 03/06/2013 F 282 D \$ 29.8986 17,784 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 |
| Stock Option | \$ 0.01 | | | | | 07/22/2006 ⁽⁶⁾ 07/22/2015 | Common Stock |
| Stock Option | \$ 13.49 | 03/04/2013 | | M | 10,000 | 11/13/2010 11/13/2019 | Common Stock |
| Stock Option | \$ 19.97 | | | | | 03/10/2012 02/10/2021 | Common Stock |
| Stock Option | \$ 25.54 | | | | | 07/01/2012 ⁽⁷⁾ 03/27/2022 | Common Stock |
| Stock Option | \$ 30.43 | 03/05/2013 | | A | 55,696 | 06/01/2014 ⁽⁴⁾ 03/05/2023 | Common Stock |
| Restricted Stock Units | ⁽¹⁾ | 03/01/2013 | | M | 865 | ⁽²⁾ ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Buhrdorf Ross 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703 | | | Chief Technology Officer | |

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Ross
Buhrdorf

03/08/2013

__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) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (2) 6.25% of the restricted stock units will vest each quarter over a period of four years beginning June 1, 2012, subject to continued service through each vesting date. Shares will be delivered on the vesting date.
- (3) These RSUs, effective April 1, 2013, will begin to vest one year from June 1, 2013 at 25%, and then 25% vests annually thereafter until fully vested on 06/01/2017.
6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option
- (4) shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of 04/01/2017.
- (5) The price in Column 4 is a weighted average sales price. The sales prices ranged from \$30.003 to \$30.12.
1/4th of the Shares subject to the Option shall vest and become exercisable on the first anniversary of the Vesting Start Date and an
- (6) additional 1/48th of the options vest and become exercisable on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, until all the shares are vested and exercisable.
Three forty-eighths (3/48th) of the Shares subject to the Restricted Stock Unit shall vest on the corresponding day of the third month
- (7) following the Vesting Commencement Date, and an additional three forty-eighths (3/48th) of the Shares subject to the Restricted Stock Unit shall vest quarterly thereafter, until all the Shares are 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.