#### Edgar Filing: HOMEAWAY INC - Form 4

HOMEAWA Form 4	AY INC									
November 0	4, 2013									
FORM								OMB AF	PROVAL	
	UNITED	STATES SECU Wa	<b>RITIES</b> A ashington				OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may cont See Instr 1(b).	ger o 16. or Filed pur ons tinue.	suant to Section a) of the Public I	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type ]	Responses)									
1. Name and A Buhrdorf Ro	Symbol	er Name <b>an</b> e EAWAY I			]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle) 3. Date	3. Date of Earliest Transaction (Chec						k all applicable)	
1011 W. FI 300	FTH STREET, S		Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) Chief Technology Officer			
	Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
AUSTIN, T	X 78703					-	Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	(A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. NatureOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	11/01/2013		М	7,175	А	\$ 19.97	38,568	D		
Common Stock	11/01/2013		S <u>(1)</u>	6,875	D	\$ 29.174 (2)	31,693	D		
Common Stock	11/01/2013		S <u>(1)</u>	300	D	\$ 29.9433 (3)	31,393	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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# displays a currently valid OMB control 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. Transacti Code (Instr. 8)	onof D Secu Acqu (A) o Disp (D)	urities uired or posed of ar. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 19.97	11/01/2013		М		7,175	<u>(4)</u>	02/10/2021	Common Stock	7,175
Restricted Stock Units	<u>(5)</u>						(6)	(6)	Common Stock	9,514
Stock Option	\$ 0.01						<u>(7)</u>	07/22/2015	Common Stock	111,000
Stock Option	\$ 13.49						12/31/2011	11/13/2019	Common Stock	7,333
Stock Option	\$ 25.54						(8)	03/27/2022	Common Stock	59,792
Stock Option	\$ 30.43						<u>(9)</u>	03/05/2023	Common Stock	55,696

# **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		11/	04/2013					
<u>**</u> 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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$28.91 to \$29.89. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price.

Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$29.92 to \$29.99. The reporting person undertakes to provide to the issuer, any security holder of

(3) prices for the transactions reported was \$25,552 to \$25,552

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) Commencement Date and an additional one forty-eight (1/4str) of the total number of shales of Common stock subject to the Option 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 February 10, 2015.
- (5) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.

On March 27, 2012, the reporting person was granted 13,838 restricted stock units. Six and one quarter percent (6.25%) of the restricted
(6) stock units will vest each quarter over a period of four years beginning June 1, 2012, subject to continued service through each vesting date.

(7) Fully vested as of July 18, 2009.

6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

(8) Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option 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 April 1, 2016.

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

(9) Commencement Date and an additional one forty-eight (1/48th) of the total number of shares of Common stock subject to the Option 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 April 1, 2017.

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.