

SHARPLES BRIAN
Form 4
June 05, 2012

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 *
SHARPLES BRIAN

(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)
06/01/2012

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)
President and CEO

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 or Price | | |
| Common Stock | 06/01/2012 | | M ⁽¹⁾ | | 24,000 A \$ 19.97 | 81,346 | D |
| Common Stock | 06/01/2012 | | M ⁽¹⁾ | | 3,000 A \$ 8.1 | 84,346 | D |
| Common Stock | 06/01/2012 | | M ⁽¹⁾ | | 8,000 A \$ 2.06 | 92,346 | D |
| Common Stock | 06/01/2012 | | S ⁽¹⁾ | | 35,000 D \$ 22.0947 | 57,346 | D |
| Common Stock | 06/01/2012 | | S ⁽¹⁾ | | 15,000 D \$ 22.0882 | 1,107,513 | I By Moose Pond Investments, |

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| | | | | LP ⁽²⁾ |
|--------------|--|---------|---|--|
| Common Stock | | 200,000 | I | By Sharples Venture Partners ⁽³⁾ |
| Common Stock | | 11,402 | I | By The Chloe Marie Sharples 1998 Trust ⁽⁴⁾ |
| Common Stock | | 11,402 | I | By The Emma Jette Sharples 2002 Trust ⁽⁵⁾ |
| Common Stock | | 11,403 | I | By The Hawken Drake Sharples 2009 Trust ⁽⁶⁾ |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 19.97 | 06/01/2012 | | M ⁽¹⁾ | 24,000 | ⁽⁷⁾ | 02/10/2021 | Common Stock | 24,000 |
| Stock Option | \$ 8.1 | 05/01/2012 | | M ⁽¹⁾ | 3,000 | ⁽⁸⁾ | 01/29/2018 | Common Stock | 3,000 |
| Stock Option | \$ 2.06 | 05/01/2012 | | M ⁽¹⁾ | 8,000 | ⁽⁹⁾ | 01/30/2017 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703 | X | | President and CEO | |

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Brian Sharples

06/05/2012

__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.
- (2) The reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
- (3) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.
- (4) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
- (5) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
- (6) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.
- (7) Vested as to 1/16th of the shares subject to the option on May 10, 2011 and as to 1/48th of the shares subject to the option each month thereafter.
- (8) Vested as to 5,397 shares each month beginning January 29, 2009 through December 29, 2009 and as to 8,125 shares each month beginning January 29, 2010 through December 29, 2010.
- (9) Vested as to 1/16th of the shares subject to the option on April 30, 2007 and as to 1/48th of the shares subject to the option each month thereafter.

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.