

RICCITIELLO JOHN S.

Form 4

May 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICCITIELLO JOHN S.

(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)

05/16/2012

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)

CEO, Director

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 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)
Common Stock	05/16/2012		A	41,666 A <u>(1)</u>	308,670	D	
Common Stock	05/16/2012		F	15,284 <u>(2)</u> D \$ 14.31	293,386	D	
Common Stock	05/16/2012		A	26,666 A <u>(3)</u>	320,052	D	
Common Stock	05/16/2012		F	9,782 <u>(4)</u> D \$ 14.31	310,270	D	
Common Stock	05/18/2012		A	66,667 A <u>(1)</u>	376,937	D	

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Common Stock	05/18/2012	F	30,965 (2)	D	\$ 14.24	345,972	D	
Common Stock						1,700	I	Trust for Children

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

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(9-02)

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	(5)	05/16/2012		D		26,666	(6)	(3)	05/16/2014	Common Stock
Performance-based Restricted Stock Units	(5)	05/16/2012		J		56,667	(7)	(7)	05/16/2014	Common Stock
Restricted Stock Units	(8)	05/18/2012		D		66,667		(1)	05/18/2013	Common Stock
Restricted Stock Units	(8)	05/16/2012		D		41,666		(1)	05/16/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICCITIELLO JOHN S. 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065	X		CEO, Director	

Signatures

By: Remie Solano, Attorney-in-Fact For: John S.
Riccitiello

05/18/2012

__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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (2) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.
- (3) Upon vesting, each Performance-based Restricted Stock Unit was converted into an equivalent number of shares of common stock.
- (4) Represents shares of common stock withheld for tax purposes upon the vesting of Performance-based Restricted Stock Units.
- (5) Each Performance-based Restricted Stock Unit represents a contingent right to receive one share of Electronic Arts common stock.
- (6) Represents the portion of total target shares earned and vested in accordance with the terms of the Performance-based Restricted Stock Units.
- (7) Represents the portion of total target shares unearned and cancelled in accordance with the terms of the Performance-based Restricted Stock Units.
- (8) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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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