

Shepherd Carl Gordon
 Form 4
 February 05, 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 *
 Shepherd Carl Gordon

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Strategy & Dev. Officer

(Street)
 AUSTIN, TX 78703

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/01/2013		S ⁽¹⁾		10,000	D	\$ 23.765
							(2)
							392,199

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. F... Der... Sec... (Ins...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0 ⁽³⁾							<u>(5)</u>	<u>(5)</u>	Common Stock	10,702
Stock Options	\$ 25.54							<u>(4)</u>	03/27/2022	Common	52,848
Stock Options	\$ 19.97							<u>(4)</u>	02/10/2021	Common Stock	100,000
Stock Options	\$ 13.49							<u>(4)</u>	11/13/2019	Common Stock	63,886

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shepherd Carl Gordon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		Chief Strategy & Dev. Officer	

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Carl Shepherd 02/05/2013

**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) 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) (2) The price in Column 4 is a weighted average. The prices ranged from \$23.57 to \$23.95
 - (3) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
 - (4) Vested as to 1/16th of the shares subject to the option three months following the date of grant and as to 1/48th of the shares subject to the option each month thereafter.
 - (5) Vests in sixteen (16) equal quarterly installments beginning September 1, 2012. Shares will be delivered on the vesting date.
- 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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