

Buhrdorf Ross  
Form 4/A  
March 08, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

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  
(Street)

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

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

AUSTIN, TX 78703

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

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 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 <sup>(3)</sup>		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 <sup>(6)</sup>	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 <sup>(7)</sup>	03/27/2022	Common Stock
Stock Option	\$ 30.43	03/05/2013		A	55,696	06/01/2014 <sup>(4)</sup>	03/05/2023	Common Stock
Restricted Stock Units	<sup>(1)</sup>	03/01/2013		M	865	<sup>(2)</sup>	<sup>(2)</sup>	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.