

SMITH NANCY L
Form 4
November 14, 2011

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 *
SMITH NANCY L

(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. [ERTS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2011

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)

EVP, Global Publishing Org.

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 ⁽¹⁾	11/10/2011		A		45,562	A	⁽²⁾ 171,495 ⁽³⁾	D	
Common Stock	11/10/2011		F		2,636 ⁽⁴⁾	D	\$ 23.03	168,859	D
Common Stock	11/10/2011		F		9,241 ⁽⁴⁾	D	\$ 23.03	159,618	D
Common Stock	11/10/2011		F		3,142 ⁽⁴⁾	D	\$ 23.03	156,476	D
Common Stock	11/10/2011		F		3,416 ⁽⁴⁾	D	\$ 23.03	153,060	D

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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)	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	(5)	11/10/2011		D	45,562	(2) 11/10/2011	Common Stock	45,562

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH NANCY L 209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065			EVP, Global Publishing Org.	

Signatures

By: Flora B. Lee, Attorney-in-Fact For: Nancy L. Smith
 11/14/2011
 **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) Represents vested restricted stock units released pursuant to Electronic Arts' offer to exchange described in Schedule TO-I, filed October 21, 2009 (the "Exchange Offer").
- (2) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.
- (3) Includes 183 shares of common stock acquired under the Electronic Arts' 2000 Employee Stock Purchase Plan.
- (4) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.
- (5) 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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