

TOLEDANO GABRIELLE B
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 *
TOLEDANO GABRIELLE B

(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, HR & Corporate Services

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 | | 39,031 | A | (2) | 92,479 | D | |
| Common Stock | 11/10/2011 | | F | | 6,808 | D | (3) | \$ 23.03 | 85,671 | D |
| Common Stock | 11/10/2011 | | F | | 1,441 | D | (3) | \$ 23.03 | 84,230 | D |
| Common Stock | 11/10/2011 | | F | | 6,051 | D | (3) | \$ 23.03 | 78,179 | D |
| Common Stock | 11/10/2011 | | F | | 3,922 | D | (3) | \$ 23.03 | 74,257 | 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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(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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units ⁽¹⁾ | <u>(4)</u> | 11/10/2011 | | D | 35,945 | <u>(2)</u> 11/10/2011 | Common Stock | 35,945 |
| Restricted Stock Units ⁽¹⁾ | <u>(4)</u> | 11/10/2011 | | D | 3,086 | <u>(2)</u> 11/10/2012 | Common Stock | 3,086 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOLEDANO GABRIELLE B
209 REDWOOD SHORES PARKWAY
REDWOOD CITY, CA 94065

EVP, HR & Corporate Services

Signatures

Flora B.Lee, Attorney-in-Fact for: Gabrielle B. Toledano

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) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units.

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(4) 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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