Activision Blizzard, Inc. Form 4

March 19, 2013

# FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KELLY BRIAN G

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

Activision Blizzard, Inc. [ATVI]

(Check all applicable)

C/O ACTIVISION BLIZZARD,

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2013

\_X\_\_ Director 10% Owner Other (specify Officer (give title

INC., 3100 OCEAN PARK **BOULEVARD** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SANTA MONICA, CA 90405

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y 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. Securitie omr Disposed (Instr. 3, 4	d of (D	)	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, par value \$0.000001 per share							2,289,032	D (1)	
Common Stock, par value \$0.000001 per share	03/15/2013		F(2)	197,449	D	\$ 14.65	1,336,537	I	See footnote.

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if TransactionNumber		Expiration Date A			int of	Derivative	J	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	]
		Derivative			Securities				(Instr.	3 and 4)		(
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
			(Instr. 3,									
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date		Number		
					G 1 17	(A) (B)				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY BRIAN G C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405



### **Signatures**

/s/ Brian G. 03/19/2013 Kelly

\*\*Signature of Date
Reporting Person

### **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).
- Mr. Kelly directly owns (a) 166,791 shares and (b) 2,122,241 performance shares, each representing the right to receive one share of the (1) Company's common stock. (Mr. Kelly transferred his 1,061,121 restricted stock units to a grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife is the trustee, on September 7, 2012.)
- On March 15, 2013, the restrictions lapsed with respect to 353,720 restricted share units held by the grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee. As allowed under the terms of Mr. Kelly's restricted stock unit agreement, the Company withheld 197,449 of the shares otherwise deliverable to the trust in order to satisfy the resulting tax withholding obligation.

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Mr. Kelly indirectly owns (a) 472,865 shares of the Company's common stock, held by the Kelly Family 2006 Irrevocable Trust, (b) 156,271 shares of the Company's common stock, held by a grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee, and (c) 707,401 restricted stock units, each representing the right to receive a share of the Company's common stock, held by that grantor retained annuity trust. (The shares held by the Kelly Family 2006 Irrevocable Trust were previously held by a Delaware limited partnership, 99% of the interests of which were held by a grantor retained annuity trust of which

previously held by a Delaware limited partnership, 99% of the interests of which were held by a grantor retained annuity trust of which Mr. Kelly was the annuitant beneficiary and his wife was the trustee, and 1% of the interests of which were held by a Delaware limited liability corporation which served as the general partner of the limited partnership, and were transferred to the family trust on September 13, 2012.)

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.