

Activision Blizzard, Inc.

Form 4

March 11, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOTICK ROBERT A

(Last) (First) (Middle)

**C/O ACTIVISION BLIZZARD,
INC, 3100 OCEAN PARK
BOULEVARD**

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Activision Blizzard, Inc. [ATVI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2009

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) **President & CEO**

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	(A) or (D)	Price
COMMON STOCK, PAR VALUE \$0.000001 PER SHARE	03/09/2009		M		260,558	A	\$ 0.5104
							3,245,407 (1)
COMMON STOCK, PAR VALUE	03/09/2009		M		739,442	A	\$ 1.0315
							3,984,849
							D

\$0.000001
PER
SHARE

COMMON
STOCK,

PAR

VALUE

03/09/2009

S

1,000,000

D

\$

10.1834

2,984,849

D

(2)

(3)

\$0.000001

PER

SHARE

COMMON
STOCK,

PAR

VALUE

03/09/2009

S

242,425

D

\$

10.1834

160,610 ⁽⁴⁾

I

(2)

By 10122CP
Trust ⁽⁵⁾

\$0.000001

PER

SHARE

COMMON
STOCK,

PAR

VALUE

224,882 ⁽⁴⁾

I

By Delmonte
Investments,
LLC ⁽⁵⁾

\$0.000001

PER

SHARE

COMMON
STOCK,

PAR

VALUE

9,600 ⁽⁴⁾

I

By UTMA's
for benefit of
minor
children ⁽⁵⁾

\$0.000001

PER

SHARE

COMMON
STOCK,

PAR

VALUE

3,596 ⁽⁴⁾

I

By 10122N
Trust ⁽⁵⁾

\$0.000001

PER

SHARE

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options	\$ 0.5104	03/09/2009		M	260,558	<u>(6)</u> 05/22/2010	Common Stock, par value \$0.000001 per share 260,5
Employee Stock Options	\$ 1.0315	03/09/2009		M	739,442	<u>(6)</u> 04/18/2010	Common Stock, par value \$0.000001 per share 739,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTICK ROBERT A C/O ACTIVISION BLIZZARD, INC 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	X		President & CEO	

Signatures

/s/ Robert A.
Kotick

03/11/2009

__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) On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kotick owning an additional 1,250,000 performance shares of the Company's common stock and restricted stock units representing the right to receive an additional 363,637 shares of common stock (of which, on December 31, 2008, restrictions lapsed with respect to 242,425 such restricted stock units and the shares Mr. Kotick received were contributed to the 10122CP Trust on that day).

(2) The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$10.13 to \$10.19 per share. Mr. Kotick has provided the Company, and upon request, will provide any security holder of the Company or the SEC staff, with information regarding the number of shares sold at each price within that range.

(3) Following the transactions reported on this Form 4, Mr. Kotick directly held 2,984,849 shares of the Company's common stock, consisting of 2,500,000 performance shares of the Company's common stock and 484,849 restricted stock units.

(4)

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On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kotick indirectly holding additional shares of Company common stock, consisting of: (a) an additional 1,798 shares held in the 10122N Trust, (b) an additional 80,305 shares held in the 10122CP Trust, (c) an additional 112,441 shares held by Delmonte Investments, LLC, and (d) an aggregate of 4,800 additional shares held in UTMA's for the benefit of Mr. Kotick's minor children. In addition, as noted above, the shares Mr. Kotick received on December 31, 2008 upon the vesting of his restricted stock units were contributed to the 10122CP Trust on that day.

Prior filings reported Mr. Kotick's indirect holdings of securities in certain entities (KAG Holdings, LLC/800370D Trust; 8986C Trust; (5) 1011 Foundation, Inc; and an UTMA for a relative) in which he does not have a pecuniary interest, and accordingly the prior filings are amended to the extent inconsistent with this Form 4.

(6) This option was exercisable in full as of the date of this Form 4 filing.

(7) Represents options held by the 10122B Trust.

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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