

Activision Blizzard, Inc.

Form 4

March 19, 2012

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
03/15/2012

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.000001 per share ⁽¹⁾	03/15/2012		A		2,061,006	A	\$ 0 4,967,829
Common Stock, par value \$0.000001 per share ⁽²⁾	03/15/2012		A		4,122,012	A	\$ 0 9,089,841 ⁽³⁾

9,600

I

Common
Stock, par
value
\$0.000001
per share

by
UTMAs
for the
benefit of
minor
children

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

Persons who respond to the collection of
information contained in this form are not
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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

03/19/2012

**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) This represents restricted stock units, each representing the right to receive one share of the Company's common stock. If, and only if, the Company's non-GAAP gross profit (as defined in the RSU award agreement) for 2012 is greater than or equal to \$500 million, on March 15, 2013 the RSUs will immediately vest with respect to 20-sixtieths of the award (representing the twenty month-long vesting tranches between August 1, 2011 and March 1, 2013) and thereafter one-sixtieth of the award will vest on the first day of each month, with the exception of the final tranche, which will vest on June 30, 2016. This grant of RSUs is expressly conditioned upon the approval of certain amendments to the Company's 2008 Incentive Plan by the Company's stockholders.

(2) This represents performance shares, each representing the right to receive one share of the Company's common stock. The number assumes maximum performance; target performance would result in a release of 2,061,006 shares of the Company's common stock. These awards vest in accordance with the award agreement between Mr. Kotick and the Company, dated as of March 15, 2012. Further, none of the performance shares for the performance period for 2011-2012 will vest unless the Company's non-GAAP gross profit (as defined in the performance share award agreement) for 2012 is greater than or equal to \$500 million. This grant of performance shares is expressly conditioned upon the approval of certain amendments to the Company's 2008 Incentive Plan by the Company's stockholders.

(3) Following the transaction reported on this Form 4, Mr. Kotick directly held (a) 2,500,000 performance-based restricted shares of the Company's common stock, (b) 2,061,006 restricted stock units, each representing the right to receive a share of the Company's common stock, (c) 4,122,012 performance shares, each representing the right to receive a share of the Company's common stock, and (d) 406,823 shares of the Company's 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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