

Activision Blizzard, Inc.

Form 4

February 12, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wereb Stephen G

(Last) (First) (Middle)

C/O ACTIVISION PUBLISHING,
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)
02/10/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Principal Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|--|---|---|---|---|--|--|---|
| Common Stock, par value \$0.000001 per share | 02/10/2014 | | S | 6,551 | D \$ 19.25 | 65,033 | D |
| Common Stock, par value \$0.000001 per share | 02/10/2014 | | M | 110,000 | A \$ 16.99 | 175,033 | D |
| | 02/10/2014 | | S | 110,000 | D | 65,033 | D |

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| | | | | | | | | |
|--|------------|---|--------|---|----------------------|----------------------|---|--|
| Common Stock, par value \$0.000001 per share | | | | | | \$ 19.1168 (1) | | |
| Common Stock, par value \$0.000001 per share | 02/10/2014 | M | 13,000 | A | \$ 11.88 | 78,033 | D | |
| Common Stock, par value \$0.000001 per share | 02/10/2014 | S | 13,000 | D | \$ 19.1168 (1) | 65,033 | D | |
| Common Stock, par value \$0.000001 per share | 02/10/2014 | M | 20,000 | A | \$ 11.54 | 85,033 | D | |
| Common Stock, par value \$0.000001 per share | 02/10/2014 | S | 20,000 | D | \$ 19.1168 (1) | 65,033 (2) | D | |

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 required to respond unless the form displays a currently valid OMB control number.

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) | | | |
|---|---|---|---|---|---|--|---------|---|--------------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options | \$ 16.99 | 02/10/2014 | | M | | | 110,000 | <u>(3)</u> | 08/22/2018 | Common Stock, par value \$0.000001 | 110,0 |

| | | | | | | | | |
|----------|----------|------------|---|--------|-----|------------|------------|-------|
| | | | | | | | per share | |
| | | | | | | | Common | |
| Employee | | | | | | | Stock, par | |
| Stock | \$ 11.88 | 02/10/2014 | M | 13,000 | (4) | 11/08/2020 | value | 13,00 |
| Options | | | | | | | \$0.000001 | |
| | | | | | | | per share | |
| | | | | | | | Common | |
| Employee | | | | | | | Stock, par | |
| Stock | \$ 11.54 | 02/10/2014 | M | 20,000 | (5) | 11/09/2019 | value | 20,00 |
| Options | | | | | | | \$0.000001 | |
| | | | | | | | per share | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wereb Stephen G C/O ACTIVISION PUBLISHING, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | | | Principal Accounting Officer | |

Signatures

/s/ Stephen G.
Wereb
02/12/2014

__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).
- The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$19.00 to \$19.27 per share. Mr.
- (1) Wereb 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.
 - (2) Following the transactions reported on this Form 4, Mr. Wereb held 65,033 restricted stock units, each representing the right to receive one share of the Company's common stock.
 - (3) These options were exercisable in full as of July 1, 2011.
 - (4) These options were exercisable in full as of November 8, 2013.
 - (5) These options were exercisable in full as of November 9, 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.