

Activision Blizzard, Inc.
Form 4
August 22, 2008

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 *
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)
08/20/2008

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)
Common Stock, par value \$0.000001 per share	08/01/2008		<u>G</u> (1)	V 725,000 A \$ 0	1,468,221	I	See footnote 4.
Common Stock, par value \$0.000001 per share	08/01/2008		<u>J</u> (2)	V 3,749,429 D \$ 0	1,613,637 (3)	D	
	08/04/2008		<u>J</u> (2)	V 3,749,429 A \$ 0	5,217,650 (5)	I	

Common Stock, par value \$0.000001 per share									See footnote 4.
Common Stock, par value \$0.000001 per share	08/04/2008	G ⁽⁴⁾	V	3,749,429	A	\$ 0	5,217,650 ⁽⁵⁾	I	See footnote 4.
Common Stock, par value \$0.000001 per share	08/20/2008	S		<u>1,000,000</u> (6)	D	\$ 34.3	4,217,650	I	See footnote 8.
Common Stock, par value \$0.000001 per share	08/20/2008	S ⁽⁷⁾		725,000	D	\$ 34.3	3,492,650 ⁽⁸⁾	I	See footnote 8.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

08/22/2008

__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 August 1, 2008, Brian G. Kelly, a member of the Company's board of directors, transferred 725,000 shares of the Company's common stock indirectly held by Mr. Kelly to the 2008 Brian G. Kelly (Delaware) Trust. Mr. Kotick is an investment advisor and beneficiary of the 2008 Brian G. Kelly (Delaware) Trust and may be deemed an indirect beneficial owner of such shares.

(2) On August 1, 2008, Mr. Kotick transferred 3,749,249 shares of the Company's common stock to KAG Holdings, LLC, a limited liability company of which Mr. Kotick was the sole member.

(3) Following the transactions reported on this Form 4, Mr. Kotick directly held 1,613,637 shares of the Company's common stock, consisting of 363,637 restricted stock units representing the right to receive the Company's common stock and 1,250,000 performance shares of the Company's common stock.

(4) On August 4, 2008, Mr. Kotick transferred his interests in KAG Holdings to the 800370D Trust, a trust for the benefit of Mr. Kotick and other beneficiaries.

(5) Following Mr. Kotick's transfer of shares to KAG Holdings, LLC and subsequent transfer of KAG Holdings, LLC to the 800370D Trust and Mr. Kelly's transfer of shares to the Brian G. Kelly (Delaware) Trust, Mr. Kotick indirectly held 5,212,650 shares of the Company's common stock consisting of (a) 3,749,429 shares held by KAG Holdings, LLC (and indirectly by the 800370D Trust), (b) 1,798 shares held in the 10122N Trust, (c) 80,305 shares held in the 10122CP Trust, (d) 3,178 shares held in the 8986C Trust, (e) 538,299 shares held by the 1011 Foundation, Inc., (f) 112,441 shares held by Delmonte Investments, LLC, (g) an aggregate of 7,200 shares held in UTMA's for the benefit of Mr. Kotick's minor relatives, and (h) 725,000 shares held by the Brian G. Kelly (Delaware) Trust.

(6) These shares were held by KAG Holdings LLC (and indirectly by the 800370D Trust).

(7) On August 20, 2008, the Brian G. Kelly (Delaware) Trust caused the sale of 725,000 shares of the Company's common stock.

(8) Following the transactions reported on this Form 4, Mr. Kotick indirectly held 3,492,650 shares of the Company's common stock, consisting of (a) 2,749,429 shares held by KAG Holdings, LLC (and indirectly by the 800370D Trust), (b) 1,798 shares held in the 10122N Trust, (c) 80,305 shares held in the 10122CP Trust, (d) 3,178 shares held in the 8986C Trust, (e) 538,299 shares held by the 1011 Foundation, Inc., (f) 112,441 shares held by Delmonte Investments, LLC, and (f) an aggregate of 7,200 shares held in UTMA's for the benefit of Mr. Kotick's minor relatives, all of which Mr. Kotick may be deemed to beneficially own. To the extent that any past filings report inconsistent ownership they are hereby amended.

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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