

Griffith Michael J
 Form 4
 June 17, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Griffith Michael J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O ACTIVISION PUBLISHING,
 INC., 3100 OCEAN PARK
 BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres&CEO-Activision Publishing

(Street)
 SANTA MONICA, CA 90405

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 06/15/2009 | | M | 1,484,442 A | \$ 6.42 1,792,126 | D | |
| Common Stock, par value \$0.000001 per share | 06/15/2009 | | S | 1,484,442 D | \$ 12.4333 307,684 ⁽²⁾ | D | |
| | 06/15/2009 | | F ⁽³⁾ | 47,508 D | \$ 0 260,176 | D | |

Common
Stock, par
value
\$0.000001
per share

Common
Stock, par
value 06/15/2009
\$0.000001
per share

Common
Stock, par
value 06/15/2009
\$0.000001
per share

| | | | | | | | | |
|--|--|--|------------------|---------|---|-----------------------------|------------------------|---|
| | | | F ⁽³⁾ | 47,508 | D | \$ 0 | 212,668 | D |
| | | | S | 112,668 | D | \$ 12.4333 <u>(1)</u> | 100,000 ⁽⁴⁾ | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Options | \$ 6.42 | 06/15/2009 | | M | 1,484,442 | ⁽⁵⁾ 06/15/2015 | Common Stock, par value \$0.000001 per share 1,484,442 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Griffith Michael J
C/O ACTIVISION PUBLISHING, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

Pres&CEO-Activision Publishing

Signatures

/s/ Michael J.
Griffith

06/17/2009

__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).

The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$12.28 to \$12.84 per share. Mr.

(1) Griffith has provided to the Company and, upon request, will provide any security holder of the Company or the SEC staff information regarding the number of shares sold at each price within that range.

(2) On September 5, 2008, there was a 2-for-1 split of the Company common stock, resulting in Mr. Griffith owning an additional 50,000 restricted stock units, each representing the right to receive one share of the Company's common stock, and 103,842 restricted shares of the Company's common stock.

(3) On June 15, 2009, 103,842 restricted shares of the Company's common stock held by Mr. Griffith vested. Pursuant to the terms of his restricted stock award, he elected to have the Company withhold 47,508 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

(4) Following the transactions reported on this Form 4, Mr. Griffith held 100,000 restricted stock units, each representing the right to receive a share of the Company's common stock.

(5) These options to purchase shares of the Company's common stock were exercisable in full as of the date of this filing.

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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