

Activision Blizzard, Inc.
Form 4
March 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
KELLY BRIAN G

(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)
03/15/2013

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)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.000001 per share | | | | (A) | 2,289,032 | D ⁽¹⁾ | |
| Common Stock, par value \$0.000001 per share | 03/15/2013 | | F ⁽²⁾ | 197,449 | \$ 14.65 | D | See footnote. ⁽³⁾ |

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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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY BRIAN G
C/O ACTIVISION BLIZZARD, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

X

Signatures

/s/ Brian G.
Kelly

03/19/2013

__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) Mr. Kelly directly owns (a) 166,791 shares and (b) 2,122,241 performance shares, each representing the right to receive one share of the Company's common stock. (Mr. Kelly transferred his 1,061,121 restricted stock units to a grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife is the trustee, on September 7, 2012.)

(2) On March 15, 2013, the restrictions lapsed with respect to 353,720 restricted share units held by the grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee. As allowed under the terms of Mr. Kelly's restricted stock unit agreement, the Company withheld 197,449 of the shares otherwise deliverable to the trust in order to satisfy the resulting tax withholding obligation.

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- Mr. Kelly indirectly owns (a) 472,865 shares of the Company's common stock, held by the Kelly Family 2006 Irrevocable Trust, (b) 156,271 shares of the Company's common stock, held by a grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee, and (c) 707,401 restricted stock units, each representing the right to receive a share of the Company's common stock, held by that grantor retained annuity trust. (The shares held by the Kelly Family 2006 Irrevocable Trust were previously held by a Delaware limited partnership, 99% of the interests of which were held by a grantor retained annuity trust of which Mr. Kelly was the annuitant beneficiary and his wife was the trustee, and 1% of the interests of which were held by a Delaware limited liability corporation which served as the general partner of the limited partnership, and were transferred to the family trust on September 13, 2012.)
- (3)

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.