

BERMAN STEPHEN G
Form 4
February 25, 2011

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 *
BERMAN STEPHEN G

2. Issuer Name and Ticker or Trading Symbol
JAKKS PACIFIC INC [JAKK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O JAKKS PACIFIC, INC., 22619
PACIFIC COAST HIGHWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, COO, Pres. and Sec.

(Street)
MALIBU, CA 90265

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/11/2011		A		18,238 (1) (2) \$ 18.34 (3)	D	
Common Stock	02/11/2011		A		4,089 (5) \$ 18.34 (3)	D	
Common Stock	02/23/2011		F		1,110 (6) \$ 18.34 (3)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN STEPHEN G C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265	X		CEO, COO, Pres. and Sec.	

Signatures

/s/ Stephen G. Berman 02/25/2011

**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) Such 18,238 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer and are further subject to the terms of that certain February 11, 2011 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer. The 18,238 shares will vest in seven tranches over six years, with each of the first six tranches equal to 14.5% of the total grant, and a seventh tranche equal to 13% of the total grant. The initial tranche vested on the date of the Agreement with each succeeding tranche vesting on January 1 of each year commencing with January 1, 2012 with the final tranche vesting on January 1, 2017.
- (3) Represents the closing price of the Issuer's common stock on 2/10/11, as reported by Nasdaq.
- (4)

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Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.

- (5) Shares will vest in equal tranches over three years, with each tranche vesting on the anniversary date of the grant, commencing with the first anniversary date of the date of the grant.
- (6) Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of previously reported Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.

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.