

Activision Blizzard, Inc.
Form 4
August 06, 2008

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 *
Griffith Michael J

(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)
08/04/2008

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)
Pres&CEO-Activision Publishing

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.000001 per share | 08/04/2008 | | M | 591,113 A | \$ 12.84 773,122 | D | |
| Common Stock, par value \$0.000001 per share | 08/04/2008 | | M | 75,000 A | \$ 13.61 848,122 | D | |
| | 08/04/2008 | | S | 666,113 D | 182,009 | D | |

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Common
Stock, par
value
\$0.000001
per share

\$
33.2299

Common
Stock, par
value 08/04/2008
\$0.000001
per share

S 28,167 D \$ 33.2299 153,842 ⁽¹⁾ 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 Shares |
| Employee Stock Options | \$ 12.84 | 08/04/2008 | | M | 591,113 | ⁽²⁾ 06/15/2015 | Common Stock, par value \$0.000001 per share 591,113 |
| Employee Stock Options | \$ 13.61 | 08/04/2008 | | M | 75,000 | ⁽³⁾ 04/21/2016 | Common Stock, par value \$0.000001 per share 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffith Michael J C/O ACTIVISION PUBLISHING, INC. 3100 OCEAN PARK BOULEVARD | | | Pres&CEO-Activision Publishing | |

SANTA MONICA, CA 90405

Signatures

/s/ Michael J.

Griffith

08/06/2008

**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) Following the transactions reported on this Form 4, Mr. Griffith held (a) 103,842 restricted shares of the Company's common stock and (b) 50,000 restricted stock units representing the conditional right to receive the Company's common stock.

This option to purchase 1,333,334 shares of the Company's common stock consists of three tranches. A tranche consisting of options to purchase 400,000 shares will vest in full on June 15, 2009. One-third of a tranche to purchase 466,667 shares vested on June 30, 2008 and the remaining options in that tranche will vest in full on June 15, 2009. One-third of a tranche to purchase 466,667 shares vested on each of June 30, 2007 and June 30, 2008, respectively, following the Company's satisfaction of corporate operating income targets established by the Compensation Committee of the Board of Directors for the fiscal year ended March 31, 2007 and March 31, 2008, and the remaining options in that tranche will vest in full on June 15, 2009 (subject to possible earlier acceleration in connection with the Company's satisfaction of corporate operating income targets for the Company's fiscal year 2009).
- (2) One-fourth of the grant of options to purchase 125,000 shares of the Company's common stock vested on May 15, 2007 following the Company's satisfaction of corporate operating income targets established by the Compensation Committee of the Board of Directors for the fiscal year ended March 31, 2007 and 35% of the grant vested on May 15, 2008 following the Company's satisfaction of corporate operating income targets established by the Compensation Committee of the Board of Directors for the fiscal year ended March 31, 2008. The remaining options will vest in full on April 1, 2011.
- (3) One-fourth of the grant of options to purchase 125,000 shares of the Company's common stock vested on May 15, 2007 following the Company's satisfaction of corporate operating income targets established by the Compensation Committee of the Board of Directors for the fiscal year ended March 31, 2007 and 35% of the grant vested on May 15, 2008 following the Company's satisfaction of corporate operating income targets established by the Compensation Committee of the Board of Directors for the fiscal year ended March 31, 2008. The remaining options will vest in full on April 1, 2011.

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.