

Activision Blizzard, Inc.

Form 4

March 06, 2009

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**03/04/2009**

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.000001 per share	03/04/2009		M	2,260,000	A \$ 1.0315	4,061,278	D
Common Stock, par value \$0.000001 per share	03/04/2009		S	2,260,000	D \$ (1) 10.0932	1,801,278	D
	03/05/2009		M	1,140,000	A \$ 1.0315	2,941,278	D

Common  
Stock, par  
value  
\$0.000001  
per share

Common  
Stock, par  
value  
\$0.000001  
per share

03/05/2009	S	1,140,000	D	\$ 10.0877 (2)	1,801,278	D
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Common  
Stock, par  
value  
\$0.000001  
per share

03/06/2009	M	900,000	A	\$ 1.0315	2,701,278	D
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Common  
Stock, par  
value  
\$0.000001  
per share

03/06/2009	S	900,000	D	\$ 10.1369 (3)	1,801,278 (4)	D
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Common  
Stock, par  
value  
\$0.000001  
per share

224,880 I By  
Delmonte  
Investments  
LLC

Common  
Stock, par  
value  
\$0.000001  
per share

5,498,858 I By 800370D  
Trust (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares

Employee Stock Options	\$ 1.0315	03/04/2009	M	2,260,000	<u>(6)</u>	04/18/2010	Common Stock	2,260,000
Employee Stock Options	\$ 1.0315	03/05/2009	M	1,140,000	<u>(6)</u>	04/18/2010	Common Stock	1,140,000
Employee Stock Options	\$ 1.0315	03/06/2009	M	900,000	<u>(6)</u>	04/18/2010	Common Stock	900,000

## 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

03/06/2009

    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 \$10.00 to \$10.21. per share. Mr.  
(1) Kelly 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.

The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$10.08 to \$10.12. per share. Mr.  
(2) Kelly 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.

The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$10.12 to \$10.21. per share. Mr.  
(3) Kelly 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.

Following the transactions reported on this Form 4, Mr. Kelly directly held 1,801,278 shares of the Company's common stock, including  
(4) 582,020 shares that are held jointly by Mr. Kelly and his spouse and 727,274 restricted stock units representing the right to receive the Company's common stock.

(5) Mr. Kelly is an investment advisor and beneficiary of the 803070D Trust and may deemed to be an indirect beneficial owner of shares held by such trust.

(6) These options to purchase shares of the Company's common stock were vested in their entirety on April 18, 2000.

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.