Activision Blizzard, Inc.
Form 4
November 12, 2014

# FORM 4

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

OMB APPROVAL

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

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 *
Morhaime Michael

(Last) (First) (Middle)

C/O BLIZZARD ENTERTAINMENT, 16215 ALTON PARKWAY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres. & CEO-Blizzard Ent.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value $0.000001 per share | 11/08/2014 | | F | | 12,176 (1) | D | $ 20.65 | 327,822 | D | |
| Common Stock, par value $0.000001 per share | 11/08/2014 | | G (2) | | 11,157 | D | $ 0 | 316,665 | D | |
| | 11/08/2014 | | G (2) | | 11,157 | A | $ 0 | 184,924 | I | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.000001 per share | | | | | | | | | | See footnote (3) |
| Common Stock, par value $0.000001 per share | 11/09/2014 | | F | | 12,176 (4) | D | $ 20.65 | 304,489 | D | |
| Common Stock, par value $0.000001 per share | 11/09/2014 | | G(2) | | 11,157 | D | $ 0 | 293,332 (5) | D | |
| Common Stock, par value $0.000001 per share | 11/09/2014 | | G(2) | | 11,157 | A | $ 0 | 196,081 (6) | I | See footnote (3) |
| Common Stock, par value $0.000001 per share | 11/10/2014 | | F | | 1,453 (7) | D | $ 20.92 | 17,567 (8) | I | Securites held by Mr. Morhaime's wife |

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 of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| Morhaime Michael<br>C/O BLIZZARD ENTERTAINMENT<br>16215 ALTON PARKWAY<br>IRVINE, CA 92618 | | | Pres. & CEO-Blizzard Ent. | |

# Signatures

| /s/ Michael Morhaime | 11/12/2014 |
|---|---|
| **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)** On November 8, 2014, 23,333 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

**(2)** Following the receipt thereof, Mr. Morhaime transferred the net shares he received in connection with the vesting of his restricted stock units to the Michael Morhaime Revocable Trust.

**(3)** These securities are held by the Michael Morhaime Revocable Trust.

**(4)** On November 9, 2014, 23,333 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

**(5)** Following the transactions reported on this Form 4, Mr. Morhaime directly held 293,332 restricted stock units, each representing the right to receive one share of the Company's common stock..

**(6)** Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through the Michael Morhaime Revocable Trust) 196,081 shares of the Company's common stock.

**(7)** On November 10, 2014, 3,864 restricted stock units held by Mr. Morhaime's wife vested. Pursuant to the terms of her restricted stock unit award agreement, the Company withheld 1,453 of the shares otherwise deliverable to her in order to satisfy the resulting tax withholding obligation.

**(8)** Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through his wife) (a) 5,047 shares of the Company's common stock and (b) 12,520 restricted stock units, each representing the right to receive one share of the Company's common stock.

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.