Activision B Form 4	lizzard, Inc.											
April 02, 201	13											
FORM	4		GEGUD						OMB AF	PROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 o Form 5	CHANGES IN BENEFICIAL OWN SECURITIES						Expires: Estimated a burden hour response	~				
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)											
KELLY BRIAN G Syml			Symbol		Ticker or Ti rd, Inc. [A	-	Is	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M			Earliest Tra		,		(Check all applicable)				
C/O ACTIV INC., 3100 BOULEVA	(Month/Day/Year) . 03/31/2013					X_ Director 10% Owner Officer (give title Other (specify below) below)						
				nth/Day/Year) -				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)		(Zip)	Table	I Non D	orivotivo So	anriti		erson ed, Disposed of,	or Ronoficial	v Ownod		
1.Title of Security (Instr. 3)	2. Transaction Date	ransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)				es Acqu d of (D	uired (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Stock, par value \$0.000001 per share	03/31/2013			F <u>(1)</u>	232,435	D	\$ 14.57	2,056,597 <u>(2)</u>	D			
Common Stock, par value \$0.000001 per share	04/01/2013			F <u>(3)</u>	9,873	D	\$ 14.44	1,326,664 <u>(4)</u>	Ι	See footnote. $(4)$		

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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.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships							
		Director	10% Owner	Officer	Other				
KELLY BRIAN G C/O ACTIVISION BLIZZ 3100 OCEAN PARK BOU SANTA MONICA, CA 90	Х								
Signatures									
/s/ Brian G. Kelly	04/02/2013								
<u>**</u> Signature of	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).

On March 31, 2013, 416,398 performance shares held by Mr. Kelly vested. As allowed under the terms of Mr. Kelly's performance share
 (1) agreement, the Company withheld 232,435 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation

- (2) Following the transactions reported on this Form 4, Mr. Kelly directly owns (a) 350,754 shares of the Company's common stock and (b) 1,705,843 performance shares, each representing the right to receive one share of the Company's common stock.
- (3) On April 1, 2013, 17,686 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, vested. As allowed under the terms of Mr. Kelly's restricted stock unit agreement, the Company

Reporting Person

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withheld 9,873 of the shares otherwise deliverable to the trust in order to satisfy the resulting tax withholding obligation.

Following the transactions reported on this Form 4, Mr. Kelly indirectly owns (a) 472,865 shares of the Company's common stock, held by the Kelly Family 2006 Irrevocable Trust, (b) 164,084 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) 689,715 restricted stock units, each representing the right to receive a share of the Company's common stock, held by that grantor retained annuity trust.

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.