

Activision Blizzard, Inc.
Form 4
March 11, 2009

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 *
KOTICK ROBERT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ACTIVISION BLIZZARD,
INC, 3100 OCEAN PARK
BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

SANTA MONICA, CA 90405

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 | Price | |
| COMMON STOCK, PAR VALUE \$0.000001 PER SHARE | 03/09/2009 | | M | | 260,558 | A \$ 0.5104 | 3,245,407 (1) D |
| COMMON STOCK, PAR VALUE | 03/09/2009 | | M | | 739,442 | A \$ 1.0315 | 3,984,849 D |

| | | | | | | | | |
|--|------------|---|-----------|---|-----------------------------|-------------------------|---|---|
| \$0.000001 PER SHARE COMMON STOCK, PAR VALUE | 03/09/2009 | S | 1,000,000 | D | \$ 10.1834 <u>(2)</u> | 2,984,849 <u>(3)</u> | D | |
| \$0.000001 PER SHARE COMMON STOCK, PAR VALUE | 03/09/2009 | S | 242,425 | D | \$ 10.1834 <u>(2)</u> | 160,610 <u>(4)</u> | I | By 10122CP Trust <u>(5)</u> |
| \$0.000001 PER SHARE COMMON STOCK, PAR VALUE | | | | | | 224,882 <u>(4)</u> | I | By Delmonte Investments, LLC <u>(5)</u> |
| \$0.000001 PER SHARE COMMON STOCK, PAR VALUE | | | | | | 9,600 <u>(4)</u> | I | By UTMA's for benefit of minor children <u>(5)</u> |
| \$0.000001 PER SHARE COMMON STOCK, PAR VALUE | | | | | | 3,596 <u>(4)</u> | I | By 10122N Trust <u>(5)</u> |

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)

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| 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 | \$ 0.5104 | 03/09/2009 | | M | 260,558 | (6) 05/22/2010 | Common Stock, par value \$0.000001 per share | 260,5 | |
| Employee Stock Options | \$ 1.0315 | 03/09/2009 | | M | 739,442 | (6) 04/18/2010 | Common Stock, par value \$0.000001 per share | 739,4 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOTICK ROBERT A C/O ACTIVISION BLIZZARD, INC 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | X | | President & CEO | |

Signatures

/s/ Robert A. Kotick 03/11/2009

**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).

(1) On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kotick owning an additional 1,250,000 performance shares of the Company's common stock and restricted stock units representing the right to receive an additional 363,637 shares of common stock (of which, on December 31, 2008, restrictions lapsed with respect to 242,425 such restricted stock units and the shares Mr. Kotick received were contributed to the 10122CP Trust on that day).

(2) The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$10.13 to \$10.19 per share. Mr. Kotick has provided the Company, and upon request, will provide any security holder of the Company or the SEC staff, with information regarding the number of shares sold at each price within that range.

(3) Following the transactions reported on this Form 4, Mr. Kotick directly held 2,984,849 shares of the Company's common stock, consisting of 2,500,000 performance shares of the Company's common stock and 484,849 restricted stock units.

(4)

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On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kotick indirectly holding additional shares of Company common stock, consisting of: (a) an additional 1,798 shares held in the 10122N Trust, (b) an additional 80,305 shares held in the 10122CP Trust, (c) an additional 112,441 shares held by Delmonte Investments, LLC, and (d) an aggregate of 4,800 additional shares held in UTMA's for the benefit of Mr. Kotick's minor children. In addition, as noted above, the shares Mr. Kotick received on December 31, 2008 upon the vesting of his restricted stock units were contributed to the 10122CP Trust on that day.

Prior filings reported Mr. Kotick's indirect holdings of securities in certain entities (KAG Holdings, LLC/800370D Trust; 8986C Trust; (5) 1011 Foundation, Inc; and an UTMA for a relative) in which he does not have a pecuniary interest, and accordingly the prior filings are amended to the extent inconsistent with this Form 4.

(6) This option was exercisable in full as of the date of this Form 4 filing.

(7) Represents options held by the 10122B Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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