

Durkin Dennis M
Form 4
March 08, 2012

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 *
Durkin Dennis M

(Last) (First) (Middle)

C/O ACTIVISION BLIZZARD,
INC., 3100 OCEAN PARK BLVD

(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)
03/06/2012

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)
Chief Financial Officer

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)
			Code	V	Amount		
Common Stock, par value \$0.000001 per share	03/06/2012		A		350,000 (1)	A	\$ 0 350,000 D
Common Stock, par value \$0.000001 per share	03/06/2012		A		450,000 (2)	A	\$ 0 800,000 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	\$ 11.73	03/06/2012		A	300,000	<u>(3)</u> 03/06/2022	Common Stock, par value \$0.000001 per share	300,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durkin Dennis M C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BLVD SANTA MONICA, CA 90405			Chief Financial Officer	

Signatures

/s/ Dennis Durkin 03/08/2012

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) This grant was for 350,000 restricted stock units, each representing the right to receive one share of the Company's common stock, one-fourth of which will vest on each of March 14, 2014, 2015, 2016 and 2017.
- (2) This grant was for 450,000 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock, one-fifth of which will vest on each of March 14, 2013, 2014, 2015, 2016 and 2017, in each case if the Company's non-GAAP earnings per share for the prior year is greater than or equal to the objective established by the Company's Board of Directors for the year, all as set forth in further detail in Mr. Durkin's employment agreement with the Company.
- (3) One-fourth of these options vest on each of March 14, 2014, 2015, 2016 and 2017.

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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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