

Morhaim Michael
Form 4
January 03, 2013

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 *
Morhaim Michael

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 BLIZZARD
ENTERTAINMENT, 16215 ALTON
PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

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

(Street)
IRVINE, CA 92618

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.000001 per share | 12/31/2012 | | F | 31,121 ⁽¹⁾ | D \$ 10.62 | 442,211 | D |
| Common Stock, par value \$0.000001 per share | 12/31/2012 | | G ⁽²⁾ | 35,546 | D \$ 0 | 406,665 ⁽³⁾ | D |
| | 12/31/2012 | | G ⁽²⁾ | 35,546 | A \$ 0 | 108,415 ⁽⁴⁾ | I |

| | | | | | | | |
|--|--|--|--|------------|---|--|---------------------------|
| Common Stock, par value \$0.000001 per share | | | | | | | See footnote (5) |
| Common Stock, par value \$0.000001 per share | | | | 14,825 (6) | I | | 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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morhaime Michael C/O BLIZZARD ENTERTAINMENT 16215 ALTON PARKWAY IRVINE, CA 92618 | | | Pres. & CEO-Blizzard Ent. | |

Signatures

/s/ Michael
Morhaime

01/03/2013

Date

Signature of
Reporting Person

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 December 31, 2012, 66,667 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit award agreement, the Company withheld 31,121 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
 - (1) Following the receipt thereof, Mr. Morhaime transferred the net shares he received in connection with the vesting of his 66,667 restricted stock units to the Michael Morhaime Revocable Trust.
 - (2) Following the transactions reported on this Form 4, Mr. Morhaime directly held 406,665 restricted stock units, each representing the right to receive one share of the Company's common stock.
 - (3) Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through the Michael Morhaime Revocable Trust) 108,415 shares of the Company's common stock.
 - (4) These securities are held by the Michael Morhaime Revocable Trust.
 - (5) Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through his wife) (a) 1,076 shares of the Company's common stock and (b) 13,749 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.