Hodous Brian Form 4 August 02, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Hodous Brian**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

\$0.000001 per share

(Middle)

(Zip)

Activision Blizzard, Inc. [ATVI]

(Check all applicable)

C/O ACTIVISION BLIZZARD,

(First)

(Street)

(State)

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

INC., 3100 OCEAN PARK

07/31/2012

3. Date of Earliest Transaction

Chief Customer Officer

BOULEVARD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

12.03

below)

SANTA MONICA, CA 90405

| | | | | | | - | · • | | • |
|------------|---------------------|--------------------|-----------------------------------|------------------------|-----|--------------|--------------------|--------------|------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Direct (D) | Ownership |
| | | | ` | | | | Following | or Indirect | (Instr. 4) |
| | | | | | | | Reported | (I) | · · |
| | | | | | (A) | | Transaction(s) | (Instr. 4) | |
| | | | | | or | | (Instr. 3 and 4) | , , , | |
| | | | Code V | Amount | (D) | Price | (Insure una 1) | | |
| Common | | | | | | | | | |
| Stock, par | | | | | | | | | |
| • | 07/21/2012 | | Б | 14,004 | Ъ | \$ | 100 716 (2) | Ъ | |
| value | 07/31/2012 | | F | (1) | ע | 12.02 | 190,716 <u>(2)</u> | ע | |

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivative | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Hodous Brian C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405

Chief Customer Officer

Signatures

/s/ Brian Hodous 08/02/2012 **Signature of Date 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 July 31, 2012, 30,000 restricted stock units held by Mr. Hodous vested. Pursuant to the terms of his restricted stock unit award agreement, he elected to have the Company withhold 14,004 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
- Following the transactions reported on this Form 4, Mr. Hodous held (a) 95,716 shares of the Company's common stock, (b) 55,000 **(2)** restricted stock units and (c) 40,000 restricted stock units with vesting criteria tied to performance.

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.

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