

BALABAN LARRY
Form 4
May 17, 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 *
BALABAN LARRY

2. Issuer Name and Ticker or Trading Symbol
Genius Brands International, Inc.
[GNUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5820 OBERLIN DR. SUITE 203
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Creative Officer

SAN DIEGO, CA 92121

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	(A) or (D)	Price
Common Stock	05/02/2012		A		5,017,999 (1)	A	2 6,017,999
Common Stock	05/16/2012		J(4)		76,000	A	\$ 0.25 5,941,999

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

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(9-02)

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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 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 or Number of Shares
Options	\$ 0.22	12/31/2011		A	100,000	12/31/2011	12/31/2016	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALABAN LARRY 5820 OBERLIN DR. SUITE 203 SAN DIEGO, CA 92121	X	X	Chief Creative Officer	

Signatures

/s/ Larry
Balaban
Date: 05/16/2012
**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).
- Represents 3,938,567 shares acquired through the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 with Ms. Sara Balaban and 1,079,432 acquired pursuant to a conversion of a then outstanding note balance of
- (1) \$431,772.73 into 2,158,864 shares of the Company's common stock (half of which was then transferred to Sara Balaban) and 1,000,000 shares of common stock held in the Balaban Children's Trust dated October 15, 2006 (the "Children's Trust"), over which Mr. Balaban is a co-trustee with Sara Balaban. Mr. Balaban disclaims ownership of shares held by the Children's Trust.
 - (2) Issued to Reporting Person after the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 and through a note conversion agreement with the Company.
 - (3) Issued directly from the Issuer pursuant to the Issuer's Stock Option Plan on December 31, 2011.
 - (4) Shares transferred to a third party for services provided on May 16, 2012.

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.