

Activision Blizzard, Inc.
Form 4
November 18, 2014

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 *
Morhaime Michael

(Last) (First) (Middle)

C/O BLIZZARD
ENTERTAINMENT, 16215 ALTON
PARKWAY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2014

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)
Pres. & CEO-Blizzard Ent.

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	(A) or (D)	Price
Common Stock, par value \$0.000001 per share	11/14/2014		F		12,176 (1)	D	\$ 20.1 281,156
Common Stock, par value \$0.000001 per share	11/14/2014		G(2)		11,158	D	\$ 0 269,998
	11/14/2014		G(2)		11,158	A	\$ 0 207,239 (6)

Common Stock, par value \$0.000001 per share								See footnote <u>(3)</u>
Common Stock, par value \$0.000001 per share ⁽⁴⁾	11/14/2014	A	70,000	A	\$ 0	339,998 ⁽⁵⁾	D	
Common Stock, par value \$0.000001 per share	11/14/2014	A	<u>5,653</u> ⁽⁷⁾	D	\$ 0	23,220 ⁽⁸⁾	I	Securites held by Mr. Morhaime's wife

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	\$ 20.1	11/14/2014		A	200,000	⁽⁹⁾ 11/14/2024	Common Stock, par value \$0.000001 per share 200,0
Employee Stock Options	\$ 20.1	11/14/2014		A	10,555	⁽¹⁰⁾ 11/14/2024	Common Stock, par value \$0.000001 per share 10,5

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 11/18/2014

**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 November 14, 2014, 23,334 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
 - (2) Following the receipt thereof, Mr. Morhaime transferred the net shares he received in connection with the vesting of his restricted stock units to the Michael Morhaime Revocable Trust.
 - (3) These securities are held by the Michael Morhaime Revocable Trust.
 - (4) This grant was for 70,000 restricted stock units, each representing the right to receive one share of the Company's common stock, one-third of which will vest on each of November 13, 2015, 2016 and 2017.
 - (5) Following the transactions reported on this Form 4, Mr. Morhaime directly held 339,998 restricted stock units, each representing the right to receive one share of the Company's common stock.
 - (6) Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through the Michael Morhaime Revocable Trust) 207,239 shares of the Company's common stock.
 - (7) This grant was for 5,653 restricted stock units, each representing the right to receive one share of the Company's common stock, some or all which will vest on March 15, 2018, subject to the satisfaction of the underlying performance conditions. The number assumes maximum performance; target performance would result in a release of 4,522 shares of the Company's common stock.
 - (8) Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through his wife) (a) 5,047 shares of the Company's common stock and (b) 18,173 restricted stock units, each representing the right to receive one share of the Company's common stock, 5,653 of which have performance-based vesting.
 - (9) One-third of these options vest on each of November 13, 2015, 2016 and 2017.
 - (10) One-third of these options vest on each of November 14, 2015, 2016 and 2017.

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.