

Activision Blizzard, Inc.
Form 4
March 14, 2016

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 *
Hirshberg Eric

(Last) (First) (Middle)

C/O ACTIVISION PUBLISHING, INC., 3100 OCEAN PARK BOULEVARD

(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)
03/10/2016

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)
CEO, Activision Publishing

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) |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.000001 per share | 03/10/2016 | | F | 120,852 (1) | D \$ 31.25 | 340,311 | D |
| Common Stock, par value \$0.000001 per share | 03/10/2016 | | G(2) | 119,148 | D \$ 0 | 221,163 (3) | D |
| | 03/10/2016 | | G(2) | 119,148 | A \$ 0 | 287,847 | I |

| | | | | | | | | | |
|----------------------------------------------------------|------------|--|---|---------|---|----------------------|-------------|---|------------------------|
| Common Stock, par value \$0.000001 per share | | | | | | | | | See footnote (4) |
| Common Stock, par value \$0.000001 per share | 03/14/2016 | | S | 168,699 | D | \$ 32.4854 (5) | 119,148 (6) | I | See footnote (4) |

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) | 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 |
| Hirshberg Eric C/O ACTIVISION PUBLISHING, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | | | CEO, Activision Publishing | |

Signatures

/s/ Eric
Hirshberg
03/14/2016
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 March 10, 2016, 240,000 performance-vesting restricted share units held by Mr. Hirsberg vested and, as allowed under the terms of
(1) his restricted share unit agreement, the Company withheld 120,852 shares otherwise deliverable to him to satisfy the resulting tax withholding obligations.
(2) Mr. Hirshberg transferred the shares delivered to him upon vesting of these restricted share units to the Eric and Tara Hirshberg Revocable Trust.
(3) Following the transaction reported on this Form 4, Mr. Hirshberg directly held 221,163 restricted stock units, all of which have vesting criteria tied to performance.
(4) These securities are held by the Eric and Tara Hirshberg Revocable Trust.
The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$32.45 to \$32.53 per share. Mr.
(5) Hirshberg has provided to the Company and, upon request, will provide any security holder of the Company or the SEC staff with information regarding the number of shares sold at each price within that range.
(6) Following the transaction reported on this Form 4, Mr. Hirshberg indirectly held (through the Eric and Tara Hirshberg Revocable Trust) 119,148 shares of 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.