

Activision Blizzard, Inc.

Form 5

February 17, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
KELLY BRIAN G

(Last) (First) (Middle)

**C/O ACTIVISION BLIZZARD,
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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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	09/10/2008	Â	G ⁽¹⁾	218,000 D \$ 0	1,801,278 ⁽²⁾	D	Â
Common Stock, par	Â	Â	Â	Â Â Â	224,880 ⁽³⁾	I	By Delmonte

value									Investments
\$0.000001									LLC
per share									
Common									
Stock, par									
value	Â	Â	Â	Â	Â	Â	5,498,858	I	By 800370D
\$0.000001							(3)		Trust (4)
per share									

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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY BRIAN G C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	Â X Â Â Â

Signatures

/s/ Brian G.
Kelly

02/17/2009

**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) Reflects transfer of Company common stock to a 501(c)(3) organization.

Following the transaction reported on this Form 5, Mr. Kelly directly held 1,801,278 shares of the Company's common stock, including 582,020 shares that are held jointly by Mr. Kelly and his spouse and 727,274 restricted stock units representing the right to receive the

(2) Company's common stock. (On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kelly directly holding an additional 1,009,639 shares of Company common stock, including an additional 400,010 shares held jointly by Mr. Kelly and his spouse and restricted stock units representing the right to receive an additional 363,637 shares of common stock.)

On September 5, 2008, there was a 2-for-1 split of the Company's common stock, resulting in Mr. Kelly indirectly holding additional

(3) shares of Company common stock, consisting of: (a) an additional 112,441 shares held by Delmonte Investments, LLC, and (b) an additional 2,749,429 shares held in the 800370D Trust.

(4) Mr. Kelly is an investment adviser and beneficiary of the 800370D Trust and may be deemed to be an indirect beneficial owner of shares held by such trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.