

BERMAN STEPHEN G
Form 4
January 12, 2012

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 *
BERMAN STEPHEN G

2. Issuer Name and Ticker or Trading Symbol
JAKKS PACIFIC INC [JAKK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O JAKKS PACIFIC, INC., 22619
PACIFIC COAST HIGHWAY**

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

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President & Secretary

(Street)
MALIBU, CA 90265

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 12/31/2011 | | F | | 407 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | 12/31/2011 | | D | | 27,442 ⁽⁴⁾ <u>(2)</u> | D | |
| Common Stock | 01/01/2012 | | F | | 943 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | 01/01/2012 | | A | | 35,435 ⁽⁵⁾ ⁽⁶⁾ <u>(2)</u> | A | |

(2)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN STEPHEN G C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265 | X | | CEO, President & Secretary | |

Signatures

/s/ Stephen G. Berman 01/11/2012
 **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) Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of previously reported Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.
 - (2) Represents the closing price of the Issuer's common stock on 12/30/11, as reported by Nasdaq.

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- (3) Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.
- (4) Reflects the forfeiture of 27,442 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2011 Restricted Stock Award Agreement by and between the Holder and the Issuer.
- (5) Such 35,435 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer and are further subject to the terms of that certain January 1, 2012 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.

- The 35,435 shares will vest equally over five years, with the initial tranche vesting on the date in 2013 that the 3% Vesting Condition (as defined in the Holder's Employment Agreement) is determined to be satisfied with each succeeding tranche vesting on January 1 of each year commencing with January 1, 2014 with the final tranche vesting on January 1, 2017.
- (6) defined in the Holder's Employment Agreement) is determined to be satisfied with each succeeding tranche vesting on January 1 of each year commencing with January 1, 2014 with the final tranche vesting on January 1, 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.