

Tippl Thomas
Form 4
February 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Tippl Thomas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ACTIVISION BLIZZARD,
INC., 3100 OCEAN PARK
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Ofcr & CFO

(Street)
SANTA MONICA, CA 90405

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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.000001 per share | 02/15/2012 | | F | 14,004 (1) | D | \$ 12.4 | 794,428 | I | See footnote. (2) |
| Common Stock, par value \$0.000001 per share | 02/15/2012 | | F | 32,806 (3) | D | \$ 12.4 | 761,622 | I | See footnote. (2) |
| | 02/15/2012 | | F | | D | | 735,364 (5) | I | |

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| | | | |
|--|----------------------|------------|--------------------------------|
| Common Stock, par value \$0.000001 per share | 26,258 <u>(4)</u> | \$ 12.4 | See footnote. <u>(2)</u> |
|--|----------------------|------------|--------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tippl Thomas C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | | | Chief Operating Ofcr & CFO | |

Signatures

/s/ Thomas
Tippl

02/17/2012

**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).

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On February 15, 2012, the restrictions lapsed with respect to 30,000 restricted shares of the Company's common stock held by Mr. Tippl.

(1) Pursuant to the terms of his restricted stock award agreement, he elected to have the Company withhold 14,004 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

(2) These securities are held by the Thomas and Laura Tippl Family Trust.

On February 15, 2012, 87,500 restricted stock units held by Mr. Tippl vested. Pursuant to the terms of his restricted stock unit award

(3) agreement, he elected to have the Company withhold 32,806 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

On February 15, 2012, the restrictions lapsed with respect to 56,250 performance-based restricted shares of the Company's common stock

(4) held by Mr. Tippl. Pursuant to the terms of his restricted stock award agreement, he elected to have the Company withhold 26,258 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

Following the transactions reported on this Form 4, Mr. Tippl (through the Thomas and Laura Tippl Family Trust) held (a) 387,864

(5) shares of the Company's common stock, (b) 60,000 restricted shares of the Company's common stock, (c) 175,000 restricted stock units, each representing the right to receive a share of the Company's common stock, and (d) 112,500 performance-based restricted shares of the Company's 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.

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