

Activision Blizzard, Inc.

Form 4

March 16, 2017

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Durkin Dennis M

(Last) (First) (Middle)

C/O ACTIVISION BLIZZARD,
INC., 3100 OCEAN PARK BLVD

(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)
03/14/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/14/2017		M	50,000	A \$ 11.73	398,988	D
Common Stock, par value \$0.000001 per share	03/14/2017		S	50,000	D \$ 49.0057 (1)	348,988	D
Common Stock, par	03/14/2017		F	45,484 (2)	D \$ 49.08	303,504	D

value
\$0.000001
per share

Common
Stock, par

value 03/14/2017

F

46,962
(3)

D

\$ 49.08

256,542

D

\$0.000001
per share

Common
Stock, par

value 03/14/2017

S

50,000

D

\$

49.0149

206,542 (5)

D

(4)

\$0.000001
per share

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Options	\$ 11.73	03/14/2017		M		50,000		<u>(6)</u>	03/06/2022	Common Stock, par value \$0.000001 per share	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Durkin Dennis M C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BLVD	Chief Financial Officer

SANTA MONICA, CA 90405

Signatures

/s/ Dennis

03/16/2017

Durkin

__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).

The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$49.00 to \$49.031 per share.

- (1) Mr. Durkin 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.
- (2) On March 14, 2017, 87,500 restricted share units held by Mr. Durkin vested and, as allowed under the terms of his restricted share unit agreement, the Company withheld 45,484 shares otherwise deliverable to him to satisfy the resulting tax withholding obligations.

On March 14, 2017, 90,000 performance-vested restricted share units held by Mr. Durkin vested and, as allowed under the terms of his restricted share unit agreement, the Company withheld 46,962 shares otherwise deliverable to him to satisfy the resulting tax withholding obligations.
- (3) The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$49.00 to \$49.055 per share.
- (4) Mr. Durkin 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.
- (5) Following the transactions reported on this Form 4, Mr. Durkin held 206,542 shares of the Company's common stock.
- (6) The exercised options were vested as of March 14, 2015 and the remaining 175,000 options were fully vested as of March 14, 2017.

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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