#### MCGRATH JOHN JOSEPH

Form 4 October 04, 2011

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCGRATH JOHN JOSEPH

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

JAKKS PACIFIC INC [JAKK]

(Last)

(First) (Middle)

Director

C/O JAKKS PACIFIC, INC., 22619

(Street)

(State)

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

X\_ Officer (give title below)

10% Owner Other (specify below)

PACIFIC COAST HIGHWAY

4. If Amendment, Date Original

10/01/2011

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

**MALIBU, CA 90265** 

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 10/01/2011 Α Stock

(Zip)

\$ 3,957 18.95 (1)(2)(3)

D  $19,182 \frac{(4)}{}$ 

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)

### Edgar Filing: MCGRATH JOHN JOSEPH - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities		e		Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr.	. 3 and 4)		Owne
	Security				Acquired					Follo	
	•				(A) or						Repo
					Disposed						Trans
		of (D)						(Instr			
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Exercisable Date	Expiration	Title Nu of			
							*		Number		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGRATH JOHN JOSEPH C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265

**Chief Operating Officer** 

# **Signatures**

/s/ John J.
McGrath
10/04/2011

\*\*Signature of Date
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).
- (1) Such 3,957 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 October 1, 2011 Restricted Stock Award Agreement by and between the Holder and the Issuer.
- The 3,957 shares will vest in four tranches, with each tranche equal to 25% of the total grant. The initial tranche will vest on the date in 2012 as of which 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, 2013 with the final tranche vesting on January 1, 2015.
- (3) Represents the closing price of the Issuer's common stock on 9/30/11, as reported by Nasdaq.
- (4) Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.

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.

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