

JAKKS PACIFIC INC
Form 4
September 14, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIEDMAN JACK

(Last) (First) (Middle)

22619 PACIFIC COAST
HIGHWAY

(Street)

MALIBU, CA 90265

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2005

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)

Chairman and CEO

6. Individual or Joint/Group Filing(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 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	09/13/2005		M	V Amount (A) or (D) Price 107,991 A \$ 7.875	865,571 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D	
Common Stock	09/13/2005		F	50,501 D \$ 7.875	815,070 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D	

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

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SEC 1474
(9-02)

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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 Shares
Options	\$ 16.25					(4) 07/11/2007	Common Stock 175,000
Options	\$ 7.875					(5) 06/22/2006	Common Stock 18,955
Options	\$ 7.875	09/13/2005		M	107,991 (3)	(5) 09/15/2005	Common Stock 107,991

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRIEDMAN JACK 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265	X Chairman and CEO

Signatures

Jack Friedman 09/14/2005

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).

Includes 120,000 shares 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, 2005 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.

- (1) The Agreement provides that the Holder will forfeit his rights to all 120,000 shares unless certain conditions precedent are met prior to January 1, 2006, including the condition that the Issuer's Pre-Tax Income (as defined in the Agreement) for 2005 exceeds \$2,000,000, whereupon the forfeited shares will become authorized but unissued shares of the Issuer's common stock.

- The Agreement prohibits the Holder from selling, assigning, transferring, pledging or otherwise encumbering (a) 60,000 of the 120,000 shares (referred to in footnote 1) prior to January 1, 2006 and (b) the remaining 60,000 shares prior to January 1, 2007; provided,
- (2) however, that if the Issuer's Pre-Tax Income for 2005 exceeds \$2,000,000 and the Issuer's Adjusted EPS Growth (as defined in the Agreement) for 2005 increases by certain percentages as set forth in the Agreement, the vesting of some or all of the 60,000 shares that would otherwise vest on January 1, 2007 will be accelerated to the date the Adjusted EPS Growth is determined.

- The Holder exercised an option to purchase 107,991 shares of the Issuer's common stock and, in accordance with the terms of the Issuer's
- (3) 1995 Employee Stock Option Plan, as amended and restated, paid the \$850,430 exercise price therefor through the surrender of 50,501 shares of the Issuer's common stock (based upon the closing price of the Issuer's common stock on September 13, 2005 of \$16.84).

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(4) This Option is immediately exercisable, except as follows: 52,500 shares become exercisable on 7/12/06.

(5) This option is immediately exercisable.

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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