MCGRATH JOHN JOSEPH

Form 4

January 12, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

JAKKS PACIFIC INC [JAKK]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director below)

10% Owner Other (specify

C/O JAKKS PACIFIC, INC., 22619

(Street)

(Month/Day/Year) 01/01/2012

X_ Officer (give title below) Chief Operating Officer

(Check all applicable)

PACIFIC COAST HIGHWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MALIBU, CA 90265

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D) 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	12/31/2011		D	3,957 (1)	D	\$ 14.11 (2)	15,225 (3)	D	
Common Stock	01/01/2012		A	5,315 (4) (5)	A	\$ 14.11 (2)	20,540 (3)	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amour	nt of	Derivative	1
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						1
						(A) or						1
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or Namel			
							Exercisable	Date	of	Number		
					C 1 17	(A) (D)						
					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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ John J. 01/11/2012 McGrath

**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) Reflects the forfeiture of 3,957 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain October 1, 2011 Restricted Stock Award Agreement by and between the Holder and the Issuer.
- (2) Represents the closing price of the Issuer's common stock on 12/30/11, as reported by Nasdaq.
- (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) Such 5,315 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 by and between the Holder and the Issuer.
- The 5,315 shares will vest in three tranches, with each tranche equal to 33.3% of the total grant. The initial tranche will vest on the date in (5) 2013 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, 2014 with the final tranche vesting on January 1, 2015.

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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