

JAKKS PACIFIC INC
Form 4/A
March 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
BERMAN STEPHEN G

(Last) (First) (Middle)

22619 PACIFIC COAST HWY

(Street)

MALIBU, CA 90265

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
03/03/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

COO, President and Secretary

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 | 02/14/2008 | | A | (A) or (D) V Amount (D) Price 20,567 D \$ (1) (2) 24.31 | 290,567 (3) | D | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN STEPHEN G 22619 PACIFIC COAST HWY MALIBU, CA 90265 | X | | COO, President and Secretary | |

Signatures

/s/ Stephen G. Berman 03/19/2008

**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).
- (1) Represents that number of shares awarded to the Holder by Issuer's Board of Directors as additional bonus compensation. Pursuant to the terms of such award, these shares vested fully on the date of grant but are subject to a three-year restriction on sale.
- (2) Represents the closing price of the Issuer's common stock on 2/14/08, as reported by Nasdaq.

In addition to the previously reported vesting periods applicable to the 120,000 restricted shares Holder received on January 1, 2008 pursuant to Holder's Employment Agreement, in connection with the award reported herein Holder has agreed that sale of 10,000 of the shares from the first 60,000 shares of such previous grant scheduled to vest on January 1, 2009, be restricted for two years from the vesting date and sale of 10,000 of the balance of such 120,000 shares initially scheduled to vest on January 1, 2010 be restricted for two years from the vesting date the balance of such 120,000 shares vests.

Remarks:

This amendment is being filed solely to correct an error in Table I, Box 5 where the amount of shares reported in Box 4 was inadvertently deducted from the total in Box 5 instead of being added to it. As amended hereby, Box 5 now correctly reflects the number of shares owned by the Holder following the transaction reported hereby.

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.