

BERMAN STEPHEN G
Form 4/A
January 12, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERMAN STEPHEN G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O JAKKS PACIFIC, INC., 22619
PACIFIC COAST HIGHWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, COO, Pres. and Sec.

(Street)
MALIBU, CA 90265

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	01/01/2011		A		27,442 (1) (2) \$ 18.22 (3)	207,442 (4)	D
Common Stock	01/01/2011		F		55,986 (5) \$ 18.22 (3)	151,456 (4)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN STEPHEN G C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265	X			CEO, COO, Pres. and Sec.

Signatures

/s/ Stephen G. Berman 01/13/2011

__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).
- Such 27,442 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, 2011 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 27,442 shares unless certain conditions precedent are met prior to January 1, 2012, including the condition that the Issuer's Earnings Per Share (as defined in the Agreement) for 2011 exceeds \$1.41, whereupon the forfeited shares will become authorized but unissued shares of the Issuer's common stock.
 - (2) Assuming the conditions referred to in footnote 1 are met, the 27,442 shares will vest in equal tranches over six years, with each tranche vesting on the anniversary date of the Agreement, commencing with the first anniversary date of the date of the Agreement.
 - (3) Represents the closing price of the Issuer's common stock on 12/31/10, 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.
 - (5) Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of previously reported Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.

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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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