

JAKKS PACIFIC INC

Form 4

August 20, 2008

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

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER MICHAEL G

(Last) (First) (Middle)

**C/O JAKKS PACIFIC, INC, 22619
PACIFIC COAST HIGHWAY**

(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)
08/18/2008

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)

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/18/2008		M		9,375	A \$ 9.125 (1)	27,643 D
Common Stock	08/18/2008		M		6,663	A \$ 7.875 (1)	34,306 D
Common Stock	08/18/2008		S		16,038 (2)	D \$ 23.07	18,268 D

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**

SEC 1474
(9-02)

**required to respond unless the form
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number.**

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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 19.27							07/01/2005	07/01/2015	Common Stock	7,500
Options	\$ 22.11							01/01/2005	01/01/2015	Common Stock	7,500
Options	\$ 20.55							07/01/2004	07/01/2014	Common Stock	7,500
Options	\$ 13.15							01/01/2004	01/01/2014	Common Stock	7,500
Options	\$ 13.39							07/01/2003	07/01/2013	Common Stock	7,500
Options	\$ 13.47							01/01/2003	01/01/2013	Common Stock	7,500
Options	\$ 17.26							07/01/2002	07/01/2012	Common Stock	7,500
Options	\$ 18.95							01/01/2002	01/01/2012	Common Stock	7,500
Options	\$ 9.125	08/18/2008		M		9,375		01/01/2001	01/01/2011	Common Stock	9,375
Options	\$ 7.875	08/18/2008		M		6,663		01/01/2000	01/01/2010	Common Stock	6,663

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MILLER MICHAEL G
C/O JAKKS PACIFIC, INC
22619 PACIFIC COAST HIGHWAY
MALIBU, CA 90265

Signatures

/s/ Michael G.

Miller

08/20/2008

__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 the option exercise price.

The sales reported hereby were made under a Rule 10b5-1 Selling Plan dated April 3, 2008 (the "Plan"), pursuant to which the Filer has

(2) exercised, and will be exercising, options and has, and will be, selling up to 74,646 shares underlying such options, which exercises and sales, according to the Plan, are to be completed by December 31, 2008.

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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