

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BIANCO MICHAEL</u> _____ (Last) (First) (Middle) <u>1625 CROWN RIDGE COURT</u> _____ (Street) <u>WESTLAKE VILLAGE CA 91362</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>JAKKS PACIFIC INC [ JAKK ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Executive Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2004</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								232,050 <sup>(1)(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$16.25	10/13/2004		J			150,000	(3)	(3)	Common Stock	150,000	(3)	0	D	
Options	\$7.875	10/13/2004		J			32,223	(3)	(3)	Common Stock	32,223	(3)	0	D	
Options	\$7.875	10/13/2004		J			31,750	(3)	(3)	Common Stock	31,750	(3)	0	D	
Options	\$7.875	10/13/2004		J			8,306	(3)	(3)	Common Stock	8,306	(3)	0	D	

**Explanation of Responses:**

- 96,000 of such shares were issued pursuant to the terms of the Holder's March 26, 2003 Amended and Restated Employment Agreement (the "Employment Agreement") with the Issuer as modified by that certain Consulting Agreement between the Holder and Issuer, effective as of October 13, 2004 (the "Consulting Agreement") and are further subject to the terms of that certain January 1, 2004 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and Issuer.
- The Agreement, as amended by the terms of the Consulting Agreement, prohibits the Holder from selling, assigning, transferring, pledging or otherwise encumbering (a) 48,000 of the 96,000 shares prior to January 1, 2005, (b) 24,000 shares prior to January 1, 2006 and (c) the remaining 24,000 shares prior to January 1, 2007.
- Pursuant to the terms of that certain Termination Agreement between the Holder and Issuer, effective as of October 13, 2004, the Employment Agreement has been terminated and all 222,279 of the Holder's unexercised stock options (vested and unvested) have been canceled.

MICHAEL BIANCO

10/15/2004

\*\* Signature of Reporting Person

Date

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

\* 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).

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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