

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Bennett Joel M</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>22619 PACIFIC COAST HWY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>MALIBU</u>	<u>CA</u>	<u>90265</u>						
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2004		S		10,000	D	\$19.5	136,760 ⁽¹⁾	D	
Common Stock	08/11/2004		S		29,510	D	\$19.25	107,250 ⁽¹⁾	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					
Options	\$16.25							(2)	07/11/2007	Common Stock	20,000	20,000	D	
Options	\$7.875							(3)	06/22/2006	Common Stock	61,869	61,869	D	
Options	\$7.875							(4)	05/08/2006	Common Stock	3,001	3,001	D	
Options	\$7.875							(5)	12/30/2005	Common Stock	6,200	6,200	D	
Options	\$7.875							(6)	02/09/2005	Common Stock	14,133	14,133	D	

Explanation of Responses:

- Holder's right to such shares are subject to the terms of that certain March 27, 2003 Restricted Stock Award Agreement by and between the Holder and the Issuer. Such Agreement (i) prohibits the Holder from selling, assigning, transferring, pledging or otherwise encumbering 60,000 of such shares prior to January 1, 2005; and (ii) provides that the Holder will forfeit his rights to all or some of such 60,000 shares unless certain conditions precedent are met prior to January 1, 2005. Upon such forfeiture, the Agreement provides, inter alia, that such forfeited shares will become authorized but unissued shares of the Issuer's common stock.
- This option is immediately exercisable, except as follows: 5,000 shares become exercisable on 7/12/05 and 6,000 shares become exercisable on 7/12/06.
- This option is immediately exercisable, except as follows: 21,836 shares become exercisable on 6/23/05.
- This option is immediately exercisable, except as follows: 1,058 shares become exercisable on 5/8/05.
- This option is immediately exercisable, except as follows: 2,656 shares become exercisable on 12/30/2004.
- This option is immediately exercisable.

JOEL M. BENNETT

08/12/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.