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## 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 of Instruction 1(b). |                      |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 |  |  |  |  |  |  |  |  |
| Estimated average bu | urden     |  |  |  |  |  |  |  |  |
| hours por response:  | 0 5       |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person <sup>*</sup><br>SKALA MURRAY L |  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>JAKKS PACIFIC INC</u> [ JAKK ] |                       | tionship of Reporting Pa<br>all applicable)<br>Director | erson(s) to Issuer<br>10% Owner |  |
|--|--|-------|---|-----------------------|---|---------------------------------|--|
| (Last) (First) (Middle)<br>750 LEXINGTON AVE                           | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/01/2009 |       | Officer (give title below)  | Other (specify below) |   |                                 |  |
| 23RD FLOOR   |  |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                | 6. Indiv<br>Line)     | vidual or Joint/Group Filing (Check Applicable          |                                 |  |
| (Street)   |  |       |   | X                     | Form filed by One Re                                    | eporting Person                 |  |
| NEW YORK   | X NY   | 10022 |   |                       | Form filed by More th<br>Person                         | nan One Reporting               |  |
| (City)   | (State)  | (Zip) |   |                       |   |                                 |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |   |         | Securities<br>Beneficially         | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------|---|---|---|---------|------------------------------------|---|---|
|                                 |  |   | Code | v | Amount (A) or (D) Pric  |   | Price   | Transaction(s)<br>(Instr. 3 and 4) |   | (   |
| Common Stock                    | 01/01/2009                                 |   | A    |   | <b>6,068</b> <sup>(1)</sup>   | Α | \$19.94 | 24,336                             | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) of<br>Dispo<br>of (D)<br>(Instr | of Expira |                     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                 | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|-----------|---------------------|--|-----------------|--|--|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)       | Date<br>Exercisable | Expiration<br>Date   | Title           | Amount<br>or<br>Number<br>of<br>Shares   |  |  |  |  |
| Options   | \$19.27   |  |   |                              |   |  |           | 07/01/2005          | 07/01/2015   | Common<br>Stock | 7,500  |  | 7,500  | D  |  |
| Options   | \$22.11   |  |   |                              |   |  |           | 01/01/2005          | 01/01/2015   | Common<br>Stock | 7,500  |  | 7,500  | D  |  |
| Options   | \$20.55   |  |   |                              |   |  |           | 07/01/2004          | 07/01/2014   | Common<br>Stock | 7,500  |  | 7,500  | D  |  |
| Options   | \$17.26   |  |   |                              |   |  |           | 07/01/2002          | 07/01/2012   | Common<br>Stock | 7,500  |  | 7,500  | D  |  |
| Options   | \$18.95   |  |   |                              |   |  |           | 01/01/2002          | 01/01/2012   | Common<br>Stock | 7,500  |  | 7,500  | D  |  |

Explanation of Responses:

1. Issued under the Company's 2002 Stock Award and Incentive Plan. In accordance with such Plan, the shares so issued may not be sold, mortgaged, pledged, transferred or otherwise encumbered prior to January 1, 2010.

#### <u>/s/ Murray L. Skala</u>

\*\* Signature of Reporting Person

01/05/2009

Date

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

 $^{\ast}$  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.