SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Bennett Joel M	**JAKKS PACIFIC INC** [JAKK]	Director ___ 10% Owner ___
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005	X Officer (give title below) ___ Other (specify below) ___
C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY		**Executive VP and CFO**
(Street) MALIBU CA 90265	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	02/09/2005		M		14,133	A	$7.875[(1)]	116,703	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
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	02/09/2005		M			14,133	[(5)]	02/09/2005	Common Stock	14,133	$7.875[(1)]	0	D	

Explanation of Responses:

1. Represents the option exercise price.

2. 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.

3. This option is immediately exercisable, except as follows: 21,836 shares become exercisable on 6/23/05.

4. This option is immediately exercisable, except as follows: 1,058 shares become exercisable on 5/8/05.

5. This option is immediately exercisable.

/s/ Joel Bennett   03/07/2005

** 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.