FRIEDMAN JACK Form 4

FORM 4

May 23, 2006

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRIEDMAN JACK			2. Issuer Name and Ticker or Trading Symbol JAKKS PACIFIC INC [JAKK]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
22619 PACIFIC COAST			05/22/2006	X Officer (give title Other (specify below)		
HIGHWAY INC.	, C/O JAKK	S PACIFIC,		Chairman & Chief Exec Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MALIDII C	TA 00265			_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

MALIBU, CA 90265

(City)

1. Title of

Security

(Instr. 3)

(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acqui	red, Disposed of,	or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	Transactiomr Disposed of (D)		Ownership	Indirect
	any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
				Following	or Indirect	(Instr. 4)
			(A)	Reported	(I)	
			(A)	Transaction(s)	(Instr. 4)	

or (Instr. 3 and 4) Code V Amount (D) Price Common 13,299 \$ 05/22/2006 S D 728,726 D Stock (1) 20.118

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. 6. Date Exercisable and orNumber Expiration Date (Month/Day/Year) Derivative Securities Acquired (A) or Disposed		Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
					of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$ 16.25					(2)	07/11/2007	Common Stock	175,000	

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	
FRIEDMAN JACK 22619 PACIFIC COAST HIGHWAY	X		Chairman & Chief Exec Officer		
C/O JAKKS PACIFIC, INC.	Λ		Chamman & Chief Exec Officer		

Signatures

MALIBU, CA 90265

/s/ Jack
Friedman

**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) The sales reported hereby were made under a Rule 10b5-1 Selling Plan (the "Plan"), pursuant to which the Filer will be selling up to 163,299 shares of the Registrant's common stock, which sales, according to the Plan, are now completed.
- (2) This option is immediately exercisable, except as follows: 52,500 shares become exercisable on 7/12/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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