

JAKKS PACIFIC INC
Form 4
April 26, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett Joel M

(Last) (First) (Middle)

**C/O JAKKS PACIFIC, INC., 22619
PACIFIC COAST HIGHWAY**

2. Issuer Name and Ticker or Trading Symbol
JAKKS PACIFIC INC [JAKK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and CFO

(Street)

MALIBU, CA 90265

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/24/2006		S	50,000 (1) D \$ 23.06	22,903	D	
Common Stock	04/24/2006		M	64,870 D \$ 7,875 (2)	87,773	D	

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options	\$ 16.25					(3) 07/11/2007	Common Stock	20,000
Options	\$ 7.875	04/24/2006		M	61,869	(4) 06/22/2006	Common Stock	61,869
Options	\$ 7.875	04/24/2006		M	3,001	(4) 05/08/2006	Common Stock	3,001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Joel M C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265			Executive VP and CFO	

Signatures

/s/ Joel Bennett 04/26/2006

**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 100,000 shares of the Registrant's common stock, which sales, according to the Plan, are now completed.
- (2) Represents the option exercise price.
- (3) This option is immediately exercisable, except as follows: 6,000 shares become exercisable on 7/12/06.
- (4) This option is immediately exercisable.

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.