Edgar Filing: CALLAWAY GOLF CO - Form 4

CALLAWA Form 4 May 23, 20	AY GOLF CO									
FORM	ЛЛ	STATES		RITIES A			E COMMISSION		PPROVAL 3235-0287	7
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to S (a) of the I	F CHAN Section Public U	NGES IN SECUI 16(a) of th Jtility Hol	BENEF RITIES ne Securi ding Con	T CIAL O	WNERSHIP OF nge Act of 1934, of 1935 or Sectio 940	Expires: Estimated burden hou response	urs per	5
(Print or Type	Responses)									
1. Name and ARMACO	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol CALLAWAY GOLF CO [ELY]				5. Relationship of Reporting Person(s) to Issuer				
(Last) 2180 RUT	(First) (Middle) D	3. Date of	of Earliest T Day/Year)			X Director	ck all applicabl e title $\frac{109}{\text{below}}$	% Owner	
CARLSBA	(Street)			endment, D onth/Day/Yea	-	al	6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle- tained in this form ond unless the for ntly valid OMB col	are not m	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Ş
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(

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	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	05/23/2012	А		9,329		05/23/2015	05/23/2015	Common Stock	9,329

Reporting Owners

Reporting Owner Name / Address	Relationships			
t O	Director	10% Owner	Officer	Other
ARMACOST SAMUEL H 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	Х			
Signaturos				

Signatures

Brian P. Lynch Attorney-in-Fact for Samuel H. Armacost under a Limited Power of Attorney 05/23/2012 dated April 21, 2003.

**Signature of Reporting Person

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) Upon vesting, the recipient is entitled to a cash payment for each Phantom Stock Unit equal to the value on the vesting date of one share of the Company's Common Stock.

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.

Date