

MCCRACKEN STEVEN C  
 Form 4  
 January 31, 2012

**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 \*  
 MCCRACKEN STEVEN C

2. Issuer Name and Ticker or Trading Symbol  
 CALLAWAY GOLF CO [ELY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2180 RUTHERFORD ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 01/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior Executive VP, CAO

(Street)

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

CARLSBAD, CA 92008

(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 Ownership (Instr. 4) |          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |          |
| Common Stock                    | 01/29/2012                           |  | M                              |   | 15,242<br>(1) (2)   | A  | \$ 0 32,616                       | D        |
| Common Stock                    | 01/29/2012                           |  | F                              |   | 6,052<br>(3)  | D  | \$ 6.69 26,564                    | D        |
| Common Stock                    |                                      |  |                                |   |   |  | 35,995                            | I Trust  |
| Common Stock                    |                                      |  |                                |   |   |  | 1,500                             | I Spouse |

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

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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 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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|----------------------|--|-----------------------|--|
|  |  |                                      |  |                                | (A)   | (D)                  | Date Exercisable   | Expiration Date       |  |
| Stock Appreciation Rights (SARs)           | \$ 6.69  | 01/27/2012                           |  | A                              | 109,789   |                      | <u>(4)</u>   | 01/27/2017            | Common Stock                               |
| Phantom Stock Units                        | <u>(5)</u>   | 01/27/2012                           |  | A                              | 17,437  |                      |  | 01/27/2015 01/27/2015 | Common Stock                               |
| Restricted Stock Units                     | \$ 0 <u>(6)</u>  | 01/29/2012                           |  | M                              |   | 15,242.46 <u>(1)</u> | <u>(7)</u>   | <u>(7)</u>            | Common Stock                               |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MCCRACKEN STEVEN C<br>2180 RUTHERFORD ROAD<br>CARLSBAD, CA 92008 |               |           | Senior Executive VP, CAO |       |

## Signatures

/s/ Brian P. Lynch Attorney-in-Fact for Steven C. McCracken under a Limited Power of Attorney dated August 21, 2002.

01/31/2012

\_\_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) Reflects the vesting of a prior restricted stock unit grant, which was previously reported on a Form 4 and additional restricted stock units accrued as a result of dividend equivalent rights paid by the Company pursuant to the terms of the grant.
- (2) Reflects a deduction for cash paid in lieu of fractional shares upon the settlement of the restricted stock units in shares of common stock.
- (3) These shares represent the number of shares of common stock withheld by the Company to satisfy tax withholding requirements in connection with the vesting of the restricted stock units.

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- (4) These Stock Appreciation Rights are scheduled to vest as follows: 1/3 of the SARs vest on January 27, 2013; 1/3 of the SARs vest on January 27, 2014; and 1/3 of the SARs vest on January 27, 2015.
- (5) 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.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (7) The restricted stock unit vested in full on January 29, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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