

Hocknell Alan  
 Form 3  
 December 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Hocknell Alan		(Month/Day/Year)	CALLAWAY GOLF CO [ELY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2180 RUTHERFORD ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP, Research & Development	
CARLSBAD,Â CAÂ 92008			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,760	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	01/30/2007 <sup>(1)</sup>	01/30/2014	Common Stock	5,000	\$ 17.91	D	Â
Non-Qualified Stock Option (right to buy)	10/15/2007 <sup>(1)</sup>	10/15/2014	Common Stock	1,666	\$ 9.88	D	Â
Non-Qualified Stock Option (right to buy)	01/18/2008 <sup>(1)</sup>	01/18/2015	Common Stock	8,333	\$ 12.94	D	Â
Non-Qualified Stock Option (right to buy)	01/27/2009 <sup>(1)</sup>	01/27/2016	Common Stock	7,919	\$ 15.04	D	Â
Non-Qualified Stock Option (right to buy)	01/16/2010 <sup>(1)</sup>	01/16/2017	Common Stock	8,650	\$ 14.37	D	Â
Non-Qualified Stock Option (right to buy)	01/14/2011 <sup>(1)</sup>	01/14/2018	Common Stock	8,369	\$ 14.92	D	Â
Non-Qualified Stock Option (right to buy)	01/29/2012 <sup>(1)</sup>	01/29/2019	Common Stock	28,142	\$ 7.85	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(2)</sup>	01/28/2020	Common Stock	41,051	\$ 7.53	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(3)</sup>	01/27/2021	Common Stock	59,518	\$ 7.51	D	Â
Stock Appreciation Rights (SARs)	Â <sup>(4)</sup>	01/27/2017	Common Stock	109,789	\$ 6.69	D	Â
Phantom Stock Units <sup>(5)</sup>	12/29/2012	12/29/2012	Common Stock	22,236	\$ 0	D	Â
Phantom Stock Units <sup>(5)</sup>	01/27/2014	01/27/2014	Common Stock	23,302	\$ 0	D	Â
Phantom Stock Units <sup>(5)</sup>	01/27/2015	01/27/2015	Common Stock	17,437	\$ 0	D	Â
Restricted Stock Units <sup>(6)</sup>	01/28/2013	01/28/2013	Common Stock	15,752.23	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hocknell Alan 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	Â	Â	Â SVP, Research & Development	Â

## Signatures

/s/ Brian P. Lynch Attorney-in-Fact for Alan Hocknell under a Limited Power of Attorney dated November 30, 2012.

12/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option became exercisable in full on the date set forth above under " Exercisable Date".
- (2) This stock option is scheduled to vest as follows: 13,684 shares on 01/28/2011; 13,684 shares on 01/28/2012; and 13,683 shares on 01/28/2013.
- (3) This stock option is scheduled to vest as follows: 19,840 shares on 01/27/2012; 19,839 shares on 01/27/2013; and 19,839 shares on 01/27/2014.
- (4) These Stock Appreciation Rights are scheduled to vest as follows: 36,597 SARs vest on 01/27/2013; 36,596 SARs vest on 01/27/2014; and 36,596 SARs vest on 01/27/2015.
- (5) Upon vesting, the recipient is entitled to a cash payment for each 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 upon vesting.

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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