

Lynch Brian P.
Form 4
February 01, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lynch Brian P.

(Last) (First) (Middle)

2180 RUTHERFORD ROAD

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CALLAWAY GOLF CO [ELY]

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

01/31/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP, CFO

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Unit	(1)	01/31/2019(2)	A		26,340		(2)	(2)	Common Stock	26,340	
Performance Stock Unit	(1)	01/31/2019(4)	A		5,110		(4)	(4)	Common Stock	5,110	
Performance Stock Unit	(1)	01/31/2019(6)	A		8,642		(6)	(6)	Common Stock	8,642	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Lynch Brian P.
2180 RUTHERFORD ROAD
CARLSBAD, CA 92008

EVP, CF0

Signatures

/s/ Sarah Kim Attorney-in-Fact for Brian P. Lynch under a Limited Power of Attorney dated February 1, 2019. 02/01/2019

__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) Each Performance Stock Unit represents a contingent right to receive one share of common stock, subject to the achievement of applicable performance criteria.
- The Reporting Person was granted a total of 21,950 target Performance Stock Units ("PSUs") on February 8, 2016, the vesting of which are subject to the achievement of certain performance criteria. The Reporting Person may be eligible to vest in up to 200% of such target PSUs during the three year period ended December 31, 2018. On January 31, 2019, the Compensation and Management Succession Committee of the Board of Directors determined that 200% of the target award was deemed to be achieved under the terms of the PSUs as a result of the Company's performance during 2016 - 2018. As a result, 26,340 of the PSUs converted to time-based units that will vest on the third anniversary of the grant date provided the Reporting Person remains employed by Callaway Golf Company through such date. The Reporting Person remains eligible to vest in the remaining PSUs subject to the terms of original award and the achievement of certain performance criteria.
- (2) Represents 200% of the PSUs originally granted on February 8, 2016 for which the performance criteria was achieved on January 18, 2017; January 31, 2018; and January 31, 2019.
- (4) The Reporting Person was granted a total of 17,035 target PSUs on February 6, 2017, the vesting of which are subject to the achievement of certain performance criteria. The Reporting Person may be eligible to vest in up to 200% of such target PSUs during the three year period ending December 31, 2019. On January 31, 2019, the Compensation and Management Succession Committee of the Board of Directors determined that 80% of the target award was deemed to be achieved under the terms of the PSUs as a result of the Company's performance during 2017 - 2018. As a result, 5,110 of the PSUs converted to time-based units that will vest on the third anniversary of the

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grant date provided the Reporting Person remains employed by Callaway Golf Company through such date. The Reporting Person remains eligible to vest in the remaining PSUs subject to the original award subject to the achievement of certain performance criteria.

Represents only that portion of the PSUs originally granted on February 6, 2017 for which the performance criteria was achieved on

- (5) January 31, 2018 and January 31, 2019, and does not include the other PSUs originally granted on such date or any other PSUs with different grant dates or vesting terms.

The Reporting Person was granted a total of 17,284 target PSUs on February 9, 2018, the vesting of which are subject to the achievement of certain performance criteria. The Reporting Person may be eligible to vest in up to 200% of such target PSUs during the three year period ending December 31, 2020. On January 31, 2019, the Compensation and Management Succession Committee of the Board of

- (6) Directors determined that 50% of the target award was deemed to be achieved under the terms of the PSUs as a result of the Company's performance during 2018. As a result, 8,642 of the PSUs converted to time-based units that will vest on the third anniversary of the grant date provided the Reporting Person remains employed by Callaway Golf Company through such date. The Reporting Person remains eligible to vest in the remaining PSUs subject to the original award subject to the achievement of certain performance criteria.

Represents only that portion of the PSUs originally granted on February 9, 2018 for which the performance criteria was achieved on

- (7) January 31, 2019, and does not include the other PSUs originally granted on such date or any other PSUs with different grant dates or vesting terms.

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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