

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

BARBOUR JOHN

CIK: **1168024**

Type: **4** | Act: **34** | File No.: **001-31396** | Film No.: **13702992**

ISSUER

LEAPFROG ENTERPRISES INC

CIK: **1138951** | IRS No.: **954700094** | Fiscal Year End: **1231**
SIC: **3944** Games, toys & children's vehicles (no dolls & bicycles)

Mailing Address
*6401 HOLLIS STREET
SUITE 100
EMERYVILLE CA 94608*

Business Address
*6401 HOLLIS ST
STE 100
EMERYVILLE CA 94608
5104205000*

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person BARBOUR JOHN			2. Issuer Name and Ticker or Trading Symbol LEAPFROG ENTERPRISES INC [LF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013					
LEAPFROG ENTERPRISES, INC., 6401 HOLLIS STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) EMERYVILLE, CA 94608								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2013		<u>M</u>		32,500	A	\$ 0	217,771	D	
Class A Common Stock	03/15/2013		<u>E</u>		16,907	D	\$8.41	201,690 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (right to acquire)	\$ 0	03/15/2013		<u>M</u>			32,500	(2)	03/15/2016	Class A Common Stock	32,500	\$ 0	97,500	D	
Non-qualified Stock Option (right to buy)	\$8.41	03/15/2013		<u>A</u>			270,000	(3)	03/14/2023	Class A Common Stock	270,000	\$ 0	270,000	D	

Restricted Stock Unit (right to acquire)	\$ 0	03/15/2013		<u>A</u>	110,000	(4)	03/15/2017	Class A Common Stock	110,000	\$ 0	110,000	D
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Explanation of Responses:

1. Includes 826 shares acquired under the issuer's employee stock purchase plan on February 28, 2013.
2. Granted 3/15/2012 under the Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vest as to 25% of the shares on 3/15/2013, 3/15/2014, 3/15/2015 and 3/15/2016.
3. Granted 3/15/2013 under the Issuer's 2011 Equity and Incentive Plan. The option vests in 48 equal monthly installments commencing on 4/15/2013.
4. Granted 3/15/2013 under the Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vest as to 25% of the shares on 3/15/2014, 3/15/2015, 3/15/2016 and 3/15/2017.

Signatures

Robert L. Lattuga, Attorney-in-Fact on behalf of John Barbour

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.