

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0000837465</a>	CALLAWAY GOLF		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>	CALLAWAY GOLF CO		<input type="checkbox"/> Limited Partnership
CALLAWAY GOLF CO	CALLAWAY GOLF CO /CA		<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
CALLAWAY GOLF CO			
<b>Street Address 1</b>		<b>Street Address 2</b>	
2180 RUTHERFORD RD			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
CARLSBAD	CA	92008-8815	7609311771

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Fellows	George	
<b>Street Address 1</b>	<b>Street Address 2</b>	
2180 Rutherford Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Carlsbad	CA	92008
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

President and Chief Executive Officer

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
McCracken	Steven	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
2180 Rutherford Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Carlsbad	CA	92008
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Senior Executive Vice President and Chief Administration Officer

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Last Name	First Name	Middle Name
Holiday	Bradley	J.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Senior Executive Vice President and Chief Financial Officer

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Last Name	First Name	Middle Name
Laverty	David	A.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Senior Vice President, Operations

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Last Name	First Name	Middle Name
Yang	Thomas	
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Senior Vice President, International

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Last Name	First Name	Middle Name
Beard	Ronald	S.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Chairman of the Board and Lead Independent Director

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Last Name	First Name	Middle Name
Armacost	Samuel	H.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Cushman, III	John	C.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kobayashi	Yotaro	
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lundgren	John	F.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Rosenfield	Richard	L.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Thornley	Anthony	S.
Street Address 1	Street Address 2	
2180 Rutherford Road		
City	State/Province/Country	ZIP/PostalCode
Carlsbad	CA	92008
<b>Relationship:</b> Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	

Commercial Banking  
 Insurance  
 Investing  
 Investment Banking  
 Pooled Investment Fund  
 Is the issuer registered as an investment company under the Investment Company Act of 1940?  
     Yes                      No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
     Coal Mining  
     Electric Utilities  
     Energy Conservation  
     Environmental Services  
     Oil & Gas  
     Other Energy

Health Insurance  
 Hospitals & Physicians  
 Pharmaceuticals  
 Other Health Care  
 X Manufacturing  
 Real Estate  
     Commercial  
     Construction  
 REITS & Finance  
 Residential  
 Other Real Estate

Restaurants  
 Technology  
     Computers  
     Telecommunications  
     Other Technology  
 Travel  
     Airlines & Airports  
     Lodging & Conventions  
     Tourism & Travel Services  
     Other Travel  
 Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)                      Section 3(c)(9)
	Section 3(c)(2)                      Section 3(c)(10)
	Section 3(c)(3)                      Section 3(c)(11)
	Section 3(c)(4)                      Section 3(c)(12)
	Section 3(c)(5)                      Section 3(c)(13)
	Section 3(c)(6)                      Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice    Date of First Sale 2009-06-09    First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Lazard Capital Markets, LLC	134736	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

**Street Address 1**

**Street Address 2**

30 Rockefeller Plaza

City	State/Province/Country	ZIP/Postal Code
New York	NY	10020-5900

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States  All States  Foreign/non-US

NY

Recipient	Recipient CRD Number	None
Raymond James & Associates, Inc.	705	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

**Street Address 1**

**Street Address 2**

880 Carillon Parkway

City	State/Province/Country	ZIP/Postal Code
St. Petersburg	FL	33716

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States  All States  Foreign/non-US

FL

Recipient	Recipient CRD Number	None
Stifel, Nicolaus & Company, Incorporated	793	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

**Street Address 1**

**Street Address 2**

501 North Broadway

City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63102

State(s) of Solicitation (select all that apply)  All States  Foreign/non-US

Check "All States" or check individual States

MO

### 13. Offering and Sales Amounts

Total Offering Amount      \$140,000,000 USD or Indefinite  
Total Amount Sold            \$140,000,000 USD  
Total Remaining to be Sold      \$0 USD or Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

\_\_\_\_\_

3

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions            \$5,075,000 USD X Estimate  
Finders' Fees                    \$0 USD      Estimate

Clarification of Response (if Necessary):

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD      Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
CALLAWAY GOLF CO	Brian P. Lynch	Brian P. Lynch	Vice President & Secy	2009-06-22

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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