

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Callaway Golf Co.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

131193104
(CUSIP Number)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Global Investors. N.A., 943112180

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

4,738,462

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

5,108,362

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,108,362

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.72%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Global Fund Advisors

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

124,477

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

124,477

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

124,477

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Bank PLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

46,100

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

46,100

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,100

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Funds Limited

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

12,100

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

12,100

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,100

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.02%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Global Investors, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

54,350

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

54,350

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,350

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barclays Trust and Banking Company (Japan) Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) SOLE VOTING POWER

20,311

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

20,311

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,311

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

(12) TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008

ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Global Investors, N.A.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105

ITEM 2(C). CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
131193104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act

(b) // Bank as defined in section 3(a) (6) of the Act

X

(c) // Insurance Company as defined in section 3(a) (19) of the Act

(d) // Investment Company registered under section 8 of the Investment Company
Act

(e) // Investment Adviser registered under section 203 of the Investment
Advisers Act of 1940

(f) // Employee Benefit Plan, Pension Fund which is subject to the provisions of
the Employee Retirement Income Security Act of 1974 or Endowment Fund;
see Rule 13d-1(b) (1) (ii)(F)

(g) // Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G)
(Note:See Item 7)

(h) // Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

- ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008
- ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Global Fund Advisors
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105
- ITEM 2(C). CITIZENSHIP
U.S.A
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 - (g) // Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G)
(Note:See Item 7)
 - (h) // Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

- ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008
- ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Bank PLC
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
54 Lombard Street
London England EC3P 3AH
- ITEM 2(C). CITIZENSHIP
United Kingdom
- ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock
- ITEM 2(E). CUSIP NUMBER
131193104
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(Note:See Item 7)
 - (h) // Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

- ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008
- ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Fund Limited
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Gredley House, 11 The Broadway
Stratford, England E15 4BJ
- ITEM 2(C). CITIZENSHIP
United Kingdom
- ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock
- ITEM 2(E). CUSIP NUMBER
131193104
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(Note: See Item 7)
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- ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008
- ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Global Investors, LTD
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Murray House, 1 Royal Mint Court
London, England EC3 NHH
- ITEM 2(C). CITIZENSHIP
United Kingdom
- ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock
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- (g) // Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G)
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- (h) // Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

- ITEM 1(A). NAME OF ISSUER
Callaway Golf Co.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2285 Rutherford RD
Carlsbad, CA 92008
- ITEM 2(A). NAME OF PERSON(S) FILING
Barclays Trust and Banking Company (Japan) Ltd.
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Ebisu Prime Square Tower 8th Floor,
1-1-39 Hiroo, Shibuya-Ku
Tokyo Japan 150-0012
- ITEM 2(C). CITIZENSHIP
Japan
- ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock
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- (c) // Insurance Company as defined in section 3(a) (19) of the Act
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- (f) // Employee Benefit Plan, Pension Fund which is subject to the provisions of
the Employee Retirement Income Security Act of 1974 or Endowment Fund;
see Rule 13d-1(b) (1) (ii)(F)
- (g) // Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G)
(Note:See Item 7)
- (h) // Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

ITEM 4. OWNERSHIP

- (a) Amount Beneficially Owned: 5,365,700
- (b) Percent of Class: 7.05%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
4,995,800
 - (ii) shared power to vote or to direct the vote
0
 - (iii) sole power to dispose or to direct the disposition of
5,365,700
 - (iv) shared power to dispose or to direct the disposition of
0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
if this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable

ITEM 10.

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2000

Vivien Lin
Manager of Compliance