

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Leposky Mark F</b> <hr/> (Last) (First) (Middle) <b>2180 RUTHERFORD ROAD</b> <hr/> (Street) <b>CARLSBAD CA 92008</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>CALLAWAY GOLF CO [ ELY ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. VP of Global Operations</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/06/2018</b>					
			4. If Amendment, Date of 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					

**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			
Common Stock	02/06/2018		M		4,660 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	112,705	D	
Common Stock	02/08/2018		M		6,027 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	118,732	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: 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 Units	\$0.00 <sup>(2)</sup>	02/06/2018		M			4,660.42 <sup>(1)</sup>	(3)	(3)	Common Stock	4,660.42	\$0.00	9,320.84 <sup>(4)</sup>	D	
Restricted Stock Units	\$0.00 <sup>(2)</sup>	02/08/2018		M			6,027.9 <sup>(1)</sup>	(5)	(5)	Common Stock	6,027.9	\$0.00	6,027.9 <sup>(6)</sup>	D	

**Explanation of Responses:**

1. Represents the number of shares of common stock issued upon the vesting of restricted stock units ("RSUs") plus the number of shares of common stock accrued with respect to such vested portion of the RSUs as a result of dividend equivalent rights paid by the Company pursuant to the terms of the award. The number of shares reported on Table 1 does not include the fractional shares, which were paid in cash upon settlement.
2. RSUs convert into common stock on a one-for-one basis.
3. The RSUs were granted on February 6, 2017 and vest in three equal annual installments beginning on the first anniversary of the grant date.
4. Represents only the RSUs granted on February 6, 2017 and does not include other RSUs with different vesting terms.
5. The RSUs were granted on February 8, 2016 and vest in three equal annual installments beginning on the first anniversary of the grant date.
6. Represents only the RSUs granted on February 8, 2016 and does not include other RSUs with different vesting terms.

**Remarks:**

/s/ Peter C. Bartolino Attorney-in-Fact for Mark F. Leposky under a Limited Power of Attorney dated January 30, 2018. 02/08/2018

\*\* Signature of Reporting Person 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.

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