

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>Thomas Jennifer L.</u> (Last) (First) (Middle) 2180 RUTHERFORD ROAD (Street) CARLSBAD CA 92008 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/20/2013	3. Issuer Name and Ticker or Trading Symbol <u>CALLAWAY GOLF CO [ELY]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chief Accounting Officer</u></p>	5. 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 Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,548	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	01/29/2012 ⁽¹⁾	01/29/2019	Common Stock	10,552	7.85	D	
Non-Qualified Stock Option (right to buy)	01/28/2013 ⁽¹⁾	01/28/2020	Common Stock	8,797	7.53	D	
Non-Qualified Stock Option (right to buy)	(2)	01/27/2021	Common Stock	8,503	7.51	D	
Non-Qualified Stock Option (right to buy)	(3)	02/01/2023	Common Stock	12,438	6.52	D	
Stock Appreciation Rights (SARs) ⁽⁴⁾	(5)	01/27/2017	Common Stock	15,684	6.69	D	
Phantom Stock Units ⁽⁶⁾	01/27/2014	01/27/2014	Common Stock	3,329	0.00	D	
Phantom Stock Units ⁽⁶⁾	01/27/2015	01/27/2015	Common Stock	2,491	0.00	D	
Restricted Stock Units ⁽⁷⁾	02/01/2016	02/01/2016	Common Stock	2,579.79	0.00	D	

Explanation of Responses:

1. The option became exercisable in full on the date set forth above under "Exercisable Date".
2. This stock option is scheduled to vest as follows: 2,835 shares on 01/27/2012; 2,834 shares on 01/27/2013; and 2,834 shares on 01/27/2014.
3. This stock option is scheduled to vest as follows: 4,146 shares on 02/1/2014; 4,146 shares on 02/1/2015; and 4,146 shares on 02/1/2016.
4. The recipient is entitled to a cash payment equal to the number of vested Stock Appreciation Rights being exercised multiplied by the excess of (1) the lesser of (a) the per share value of the Company's Common Stock as of the exercise date and (b) the Maximum FMV, which is defined as any day the per share value of the Company's Common Stock equals or exceeds three times the exercise price of the SARs, over (2) the per share exercise price of the SARs.
5. These SARs are scheduled to vest as follows: 5,228 SARs vest on 01/27/2013; 5,228 SARs vest on 01/27/2014; and 5,228 SARs vest on 01/27/2015.
6. Upon vesting, the recipient is entitled to a cash payment for each unit equal to the value on the vesting date of one share of the Company's Common Stock.
7. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.

Remarks:

/s/ Bradley J. Holiday
Attorney-in-Fact for Jennifer
L. Thomas under a Limited 05/22/2013
Power of Attorney dated May
20, 2013.

** 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 5 (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.

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes, designates and appoints each of Brian P. Lynch, Bradley J. Holiday and Hina M.D. Patel, as the undersigned's true and lawful attorneys-in-fact, with full power to act without the others on behalf of and as attorney for the undersigned, for the following purposes:

1. to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Callaway Golf Company (the "Company"), any forms or documents required or permitted in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, as the same may now exist or hereafter be amended, including Securities and Exchange Commission Forms 3, 4 and 5;
2. to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms or documents or any amendment or amendments thereto, and to file such forms or documents with the Securities and Exchange Commission and any stock exchange or similar authority; and
3. to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the forms or documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, this Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms or documents with respect to the undersigned's holdings of and transactions in securities issued by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed effective as of May 20, 2013.

/s/Jennifer L. Thomas