FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number 3235-0104 Estimated average burden

0.5

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							estment Company Act of 1940	-					
1. Name and Address of Reporting Person* 2. Date of Event Requiring Statemen (Month/Day/Year) BREWER OLIVER G III 03/05/2012					Statement	3. Issuer Name and Ticker or Trading Symbol <u>CALLAWAY GOLF CO</u> [ELY]							
(Last) 2180 RUTHERFO	ast) (First) (Middle) 180 RUTHERFORD ROAD					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director			10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) CARLSBAD CA 92008						X Officer (give title below) President and CE		I CEO	Other (specify below)		X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	ty) (State) (Zip)												
				Table	I - Non-De	erivative S	ecurities Beneficially Ow	ned					
1. Title of Security (Instr. 4)						2. Amount o (Instr. 4)	f Securities Beneficially Owned		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
No securities beneficially owned							0		D				
							curities Beneficially Owne options, convertible secu)				
1. Title of Derivative Security (Instr. 4)				2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Der (Instr. 4)		g Deriva	ivative Security 4. Conver Exercise I of Derivat Security		ce Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	ial
				Date Exercisable	Expiration	Title			Amount or Number of Shares	Security			

Explanation of Responses:

/s/ Brian P. Lynch Attorney-in-Fact for Oliver G. Brewer III under a Limited Power of Attorney dated March 5, 2012.

03/06/2012

** Signature of Reporting Person

Date

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

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.

I TMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes, designates and appoints each of Steven C. McCracken, Michael J. Rider and Brian P. Lynch 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

- 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; 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 2.
- 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. з.

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, (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 st 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 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 s 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 Securiti Subscription of the undersigned attorney in the company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securiti 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 transac in securities issued by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed effective as of March 5, 2012.

/s/Oliver G. Brewer III Oliver G. Brewer III