EXHIBITS
27(a-ddd)-28(a-t)
EXHIBIT 27
**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

1. **Name and Address of Reporting Person**
   - **Margraff, L. James**
   - 6401 Hollis Street, Suite 150, Emeryville, CA 94608

2. **Issuer Name and Ticker or Trading Symbol**
   - LeapFrog Enterprises, Inc. ("LF")

3. **IRS Identification Number of Reporting Person, if an entity (Voluntary)**
   - (Voluntary)

4. **Statement for Month/Year**
   - July 2002

5. **Relationship of Reporting Person to Issuer**
   - X Officer
     - (give title below) (specify below)
     - Exec. VP of Content

6. **Relationship of Reporting Person to Issuer**
   - Director 10% Owner

---

### Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Class A Common Stock | 7-25-02 | S | 65,000 | D | $13.00 | 170,285 | D |

**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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**


Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**Signature of Reporting Person**

Date

---

**Signature of Reporting Person**

Date
1. Name and Address of Reporting Person*  
Marggraff, James  
6401 Hollis Street, Suite 150  
Emeryville, CA 94608

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, If an entity (Voluntary)  

4. Statement for Month/Day/Year  
January 21, 2003

5. If Amendment, Date of Original Application (Month/Day/Year)  

6. Relationship of Reporting Person(s) to Issuer  

  Director  
  X Officer  
  Other

Executive Vice President of Content

7. Individual or Joint/Group Filing (Check Applicable Line)  

  X Form filed by One Reporting Person  
  Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I)</th>
<th>7. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>1/21/03</td>
<td></td>
<td>J(1)</td>
<td>88,267 A</td>
<td>258,552</td>
<td>D</td>
<td>(Instr. 4)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>1/21/03</td>
<td></td>
<td>J(1)</td>
<td>5,432 A</td>
<td>5,432</td>
<td>I</td>
<td>(2)</td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Code</td>
<td>V (A) (D)</td>
<td>Date Exercisable Expiration Date</td>
<td>Title Amount of Shares</td>
<td>Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Pro rata distribution from Explore Holdings LLC, of which the reporting person is a non-managing member.
2. 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

**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).

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Ex. 27(c)
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

1. Name and Address of Reporting Person
   James L. James
   LeapFrog Enterprises, Inc. (LF)
   6401 Hollis Street, Suite 150
   Emeryville, CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. (LF)

6. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   X Officer
   Other
   Executive Vice President of Content

7. Individual or Joint/Group Filing (Check Applicable Line)
   x Form filed by one Reporting Person
   Forms filed by more than one Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 9)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price (In $)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/12/03</td>
<td></td>
<td>S</td>
<td>20,000 D</td>
<td>$19.85</td>
<td>238,552 D</td>
</tr>
</tbody>
</table>

(Print or type Responses)

OMB Number 3235-0287

Expire: January 31, 2005
Estimated average burden hours per response: 0.5.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Form 4 (continued)</th>
<th>Margriff, L. James</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Reminder:</strong> Report on a separate line for each class of securities beneficially owned directly or indirectly.</td>
<td></td>
</tr>
<tr>
<td>* If the form is filed by more than one reporting person, see Instruction 4(b)(v).</td>
<td></td>
</tr>
<tr>
<td><strong>Note:</strong> File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</td>
<td></td>
</tr>
</tbody>
</table>

![Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned](image)
Attachment

Limited Power of Attorney as filed with the Securities and Exchange Commission
August 28, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize James P. Curley, Peter Wong and Cecilia Mao, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of LeapFrog Enterprises, Inc. (the “Company”). Any of these individuals is accordingly authorized to sign any Form 3, Form 4, Form 5 or amendment thereto which I am required to file with the same effect as if I had signed them myself.

This authorization shall remain in effect until revoked in writing by me.

Yours truly,

L. James Maragran
Ex. 27(d)
Form 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

1. Name and Address of Reporting Person*

Marggraff  L. James

6401 Hollis Street, Suite 150

Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

February 19, 2003

5. If Amendment, Date of Original Applicable Line

6. Relationship of Reporting Person(s) to Issuer

7. Individual or Joint/Group Filing (Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Code: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/19/03</td>
<td></td>
<td>S</td>
<td>30,000</td>
<td>208,552</td>
<td>D</td>
<td>(1)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(Print or Type Responses)

806253 v1/SF
H@JX011.DOC
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</th>
<th>11. Nature of Indirect Beneficial Owners (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(I) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Attachment

Limited Power of Attorney as filed with the Securities and Exchange Commission
August 28, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize James P. Curley, Peter Wong and Cecilia Mao, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of LeapFrog Enterprises, Inc. (the "Company"). Any of these individuals is accordingly authorized to sign any Form 3, Form 4, Form 5 or amendment thereto which I am required to file with the same effect as if I had signed them myself.

This authorization shall remain in effect until revoked in writing by me.

Yours truly,

[Signature]

L. James Marggraf
1. Name and Address of Reporting Person

Marggraf James
(Last) (First) (Middle)

LeapFrog Enterprises, Inc. (LF)

6401 Hollis Street, Suite 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

February 26, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer

(10% Owner)

Executive Vice President of Content

7. Individual or Joint/Group Filing (Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Price</th>
<th>Amount Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/26/03</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(Print or Type Responses)
FORM 4 (continued)

Marggraff, L. James

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.)</th>
<th>11. Nature of Indirect Beneficial Owner: (Instr.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Signed: James P. Curry, Attorney-In-Fact

Date: 3/28/03
August 28, 2002

Securities and Exchange Commission
430 Fifth Street, N.W.
Washington, D.C. 20549
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize James P. Curley, Peter Wong and Cecilia Mao, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of LeapFrog Enterprises, Inc. (the "Company"). Any of these individuals is accordingly authorized to sign any Form 3, Form 4, Form 5 or amendment thereto which I am required to file with the same effect as if I had signed them myself.

This authorization shall remain in effect until revoked in writing by me.

Yours truly,

[Signature]

J. James Marggraf
Ex. 27(f)
### Statement of Changes in Beneficial Ownership

**Issuer Name and Ticker or Trading Symbol**
- LeapFrog Enterprises, Inc. (LF)

**Relationship of Reporting Person(s) to Issuer**
- Director
- 10% Owner
- Officer

**Executive Vice President of Contac**

**Address**
- 6401 Hollis Street, Suite 150
- Emeryville, CA 94608

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Exercisable Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 4, and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reportedly Transact(ions[s] (Instr. 2 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>Nature Indirect Beneficial Owner (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/26/03</td>
<td></td>
<td>S (1)</td>
<td>2,000</td>
<td>D</td>
<td>$22.48</td>
<td>176,552</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) The sale reported in this Form 4 was effected pursuant to a Rule 16b-1 trading plan adopted by the reporting person on November 27, 2002.
<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 3)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities (Instr. 4)</th>
<th>11. N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/1995, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**

By: Cecilia M. Mon, Attorney-In-Fact

Date
Attachment

Limited Power of Attorney as filed with the Securities and Exchange Commission
August 28, 2002

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize James P. Curley, Peter Wong and Cecilia Mao, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of LeapFrog Enterprises, Inc. (the "Company"). Any of these individuals is accordingly authorized to sign any Form 3, Form 4, Form 5 or amendment thereto which I am required to file with the same effect as if I had signed them myself.

This authorization shall remain in effect until revoked in writing by me.

Yours truly,

[Signature]

I. James Margulies
Ex. 27(g)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 
(e.g., puts, calls, warrants, options, convertible securities) 

U.S. SECURITIES AND EXCHANGE COMMISSION 
Washington, D.C. 20549 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utilities Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 

Printed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 1(h) of the Public Utilities Holding Company Act of 1935, or Section 30(e) of the Investment Company Act of 1940 

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 

1. Name and Address of Reporting Person* 

Margraff, L. James 

6401 Hollis Street, Suite 150 

Emeryville, CA 94608 

Symbol 

LeapFrog Enterprises, Inc. (LF) 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 3)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>3/12/03</td>
<td></td>
<td>S (1)</td>
<td>A or D</td>
<td>Amount</td>
<td>D</td>
<td>(2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* (Print or Type Responses) 

Estimated average burden hours per response ... 0.5 

OMB Number 3235-0287 
Expires: January 31, 2005 
GMB Number 3235-0287 
GMB Approval 

RECEIPT COPY 

Page 2 SEC 1474 (3-99)
### Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

---

**Signature of Reporting Person**

James P. Carley, Attorney-In-Fact
Ex. 27(h)
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marggraff L. James</td>
<td>LeapFrog Enterprises, Inc. (LF)</td>
<td>Director</td>
</tr>
<tr>
<td>6401 Hollis Street, Suite 150</td>
<td></td>
<td>X Officer</td>
</tr>
<tr>
<td>Emeryville, CA 94608</td>
<td></td>
<td>(Voluntary)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3. IRS Identification Number of Reporting Person, if an entity (Voluntary)</th>
<th>4. Statement for Month/Day/Year</th>
<th>5. If Amendment, Date of Original (Month/Day/Year)</th>
<th>7. Individual or Joint/Group Filing (Check Applicable Line)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>March 19, 2003</td>
<td></td>
<td>X Form filed by One Reporting Person</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>8. Transaction Code (Instr. 8)</th>
<th>9. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>10. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>12. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>3/19/03</td>
<td>S (1)</td>
<td>2,000</td>
<td>D</td>
<td>173,094</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Transaction Date (Month/Day/Year)</td>
<td>3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>4. Transaction Code (Instr.3)</td>
</tr>
<tr>
<td>-----------------------------------</td>
<td>-----------------------------------------------</td>
<td>-------------------------------</td>
<td>---------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Signature of Reporting Person
By: James F. Curley, Attorney-In-Fact

Date: 3/6/03
Ex. 27(i)
# Statement of Changes in Beneficial Ownership

The document is a form 4 filed with the U.S. Securities and Exchange Commission. It provides details of changes in beneficial ownership by reporting persons.

## Filings
- **Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.**

## Reporting Person Information
- **Name and Address of Reporting Person:**
  - Marggraff L. James
  - 6401 Hollis Street, Suite 150
  - Emeryville, CA 94608

## Issuer Information
- **Issuer Name and Ticker or Trading Symbol:**
  - LeapFrog Enterprises, Inc. (LF)

## Relationship to Issuer
- **Relationship of Reporting Person(s) to Issuer:**
  - Director
  - 10% Owner

## Individual or Joint/Group Filing
- **Individual or Joint/Group Filing:**
  - Form filed by One Reporting Person

## Security Transactions
### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>3/26/03</th>
<th>S (1)</th>
<th>2,000</th>
<th>D</th>
<th>$24.00</th>
<th>171,094</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5,432</td>
<td>1</td>
</tr>
</tbody>
</table>

---

**Note:** The table includes details of securities acquired, disposed of, or beneficially owned, along with transaction dates and amounts.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Code V (A) (D)</td>
<td>Code V (A) (D)</td>
<td>Title Amount or Number of Shares</td>
<td>Price of Derivative Security (Instr.5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

**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).


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**

**L. James Marggraff**

**Date:** 12/27/02
Ex. 27(j)
Statement of Changes in Beneficial Ownership

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Marggraff L. James
6401 Hollis Street, Suite 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, If an entity (Voluntary)

4. Statement for Month/Day/Year

April 2, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

    Director
    10% Owner
    _ Officer
    Other (specify below)

Executive Vice President of Content

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>4/2/03</th>
<th>D</th>
<th>169,094</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>5,432</td>
<td>I</td>
</tr>
</tbody>
</table>

806253 v1/SF
H@3X011.DOC
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>V (A) (D)</td>
<td></td>
<td>Code: V (A) (D)</td>
<td></td>
<td>Price: Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person
By: L. James Marggraff
Date: 4/10/2003
Ex. 27(k)
### U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

1. **Name and Address of Reporting Person**
   - Marggraff, James L.
   - 6401 Hollis Street, Suite 150
   - Emeryville, CA 94608

2. **Issuer Name and Ticker or Trading Symbol**
   - Leapfrog Enterprises, Inc. (LF)

3. **IRS Identification Number of Reporting Person, If an entity (Voluntary)**
   - April 8, 2003

4. **Statement for Month/Day/Year**
   - April 8, 2003

5. **If Amendment, Date of Original (Month/Day/Year)**
   - April 8, 2003

6. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - X Officer
   - Other

7. **Individual or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by one Reporting Person
   - Form filed by more than one Reporting Person

8. **Executive Vice President of Content**

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Class/Type of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/9/03</td>
<td></td>
<td>S (1)</td>
<td>2,000 D</td>
<td>523.67</td>
<td>167,094 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5,432 I (2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Code</th>
<th>Derivative Securities</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Derivative Securities Acquired (or Disposed of) Date (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (or Disposed of)</th>
<th>Underlying Securities (Instr. 2 and 3)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount of Shares</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. 2,716 shares held by each of the following: Anna Doria Marggraf Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraf Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

---

*Signature of Reporting Person*

By: L. James Marggraf

Date: 4/1/02
Ex. 27(l)
### U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

**1. Name and Address of Reporting Person**

Marggraff  
L.  
James

(Last)  
(First)  
(Middle)

6401 Hollis Street, Suite 150

(Street)  
Emeryville  
CA  
94608

(City)  
(State)  
(Zip)

---

**2. Issuer Name and Ticker or Trading Symbol**

LeapFrog Enterprises, Inc. (LF)

---

**3. IRS Identification Number of Reporting Person(s)**

---

**4. Statement for Month/Day/Year**

April 16, 2003

---

**5. Relationship of Reporting Person(s) to Issuer**

_X_ Officer  
_10% Owner  
Director  
(Other)  
Executive Vice President of Content

---

**6. If Amendment, Date of Original Statement for Other Applicable Line**

---

**7. Individual or Joint/Group Filing**

_X_ Form filed by One Reporting Person  
_1_ Form filed by More Than One Reporting Person

---

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I)</th>
<th>7. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/16/03</td>
<td></td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$24.18</td>
<td>165,094 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5,432 I</td>
<td>(2)</td>
</tr>
</tbody>
</table>

---

**OMB APPROVAL**

OMB Number 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response .... 0.5
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Signed by Reporting Person
By: L. James Marggraff

Date: 4/17/03
Ex. 27(m)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(a) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   
   Marggraf L. James
   
   6401 Hollis Street, Suite 150
   
   Emeryville, CA 94608

2. Transaction Date (Month/Day/Year) 4/23/03

3. Transaction Code (Instr. 8) S (1)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 2,000 D

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 163,094 D

6. Ownership Form: Direct (D) or Indirect (I) 5,432 I

7. Nature of Indirect Beneficial Ownership

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date Acquired/Disposed</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/23/03</td>
<td>S (1)</td>
<td>2,000</td>
<td>$26.28</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Print or Type Responses

Form filed by One Reporting Person

Form filed by More Than One Reporting Person

______________________________
Marggraf L. James

______________________________
Executive Vice President of Content
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Description Code (Intr. 3)</th>
<th>Date of Transaction (Month/Day/Year)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Exercisable Date (Month/Day/Year)</th>
<th>Underlying Securities (Instr. 4)</th>
<th>Price of Derivative Security (Instr. 4)</th>
<th>Date of Exercisable Security (Instr. 4)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transactions(s) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) 2,716 shares held by each of the following: Anna Doria Marggraft Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraft Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).

Signature of Reporting Person
By: James P. Curley, Attorney-in-Fact

Date: 4/24/03
Ex. 27(n)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   
   Marggraff               James
   (Last)                 (First)       (Middle)
   6401 Hollis Street, Suite 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, If an entity
   (Voluntary)

4. Statement for Month/Day/Year
   April 30, 2003

5. If Amendment, Date of Original Filing (Month/Day/Year)

Executive Vice President of Content

6. Relationship of Reporting Person(s) to Issue
   (Check all applicable)
   __ Director
   X Officer
   ___ 10% Owner
   ___ 10% Owner
   ___ Other
   ___ Other

7. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   __ Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I)</th>
<th>7. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/30/03</td>
<td></td>
<td>S (1)</td>
<td>2,000 D</td>
<td>161,094 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Code V (A) (D)</td>
<td></td>
<td>Title Amount or Number of Shares</td>
<td>Price of Derivative Security (Instr.5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

**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).*


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**

By: L. James Marggraff

Date
Ex. 27(o)
1. Name and Address of Reporting Person*  
Marggraff  
L.  
(First)  
James  
(Middle)  
(Street)  
6401 Hollis Street, Suite 150  
Emeryville  
CA  
94608  
(City)  
(State)  
(Zip)  

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. (LF)  

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)  

4. Statement for Month/Day/Year  
May 21, 2003  

5. If Amendment,  
Date of Original Applicable Date (Month/Day/Year)  

Executive Vice President of Content  

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
___ Director  
___ 10% Owner  
___ Officer  
___ Other (give title below) (specify below)  

7. Individual or Joint/Group Filing (Check Applicable Line)  
___ Form filed by One Reporting Person  
___ Form filed by More Than One Reporting Person  

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/21/03</td>
<td></td>
<td>S(1)</td>
<td>2,000 D</td>
<td>2,000</td>
<td>$27.50</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/21/03</td>
<td></td>
<td>S(1)</td>
<td>5,432 I</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>155,094</td>
<td></td>
</tr>
<tr>
<td>D</td>
<td>5,432</td>
<td></td>
</tr>
</tbody>
</table>

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  

<table>
<thead>
<tr>
<th>Ownership Form</th>
<th>Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

7. Nature of Indirect Beneficial Ownership (Instr. 4)  

<table>
<thead>
<tr>
<th>Nature of Indirect Beneficial Ownership</th>
<th>(Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(2)</td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code, (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

**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).


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Ex. 27(p)
### FORM 4

**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

1. **Name and Address of Reporting Person**
   - Marggraf, L. James
     - Last Name: Marggraf
     - First Name: L.
     - Middle Name: James

2. **Issuer Name and Ticker or Trading Symbol**
   - LeapFrog Enterprises, Inc. (LF)

3. **IRS Identification Number of Reporting Person, if any (Voluntary)**
   - Class A Common Stock

4. **Statement for Month/Day/Year**
   - May 28, 2003

5. **If Amendment, Date of Original (Month/Day/Year)**

6. **Relationship of Reporting Person(s) to Issuer**
   - Director: 
   - Officer: X
   - Other: 

7. **Individual or Joint/Group Filing (Check Applicable Line)**
   - Form filed by one Reporting Person
   - Form filed by more than one Reporting Person

8. **Executive Vice President of Content**

   - 6401 Hollis Street, Suite 150
   - Emeryville, CA 94608

---

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/28/03</td>
<td></td>
<td>S(1)</td>
<td>2,000</td>
<td>D</td>
<td>$27.20</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/28/03</td>
<td></td>
<td>S</td>
<td>20,000</td>
<td>D</td>
<td>$27.02</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/28/03</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5,432</td>
</tr>
</tbody>
</table>

---

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: 0.5
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>No.</th>
<th>Derivative Security (Type)</th>
<th>Date, Month/Day/Year</th>
<th>No.</th>
<th>Derivative Security Acquired/Disposed of</th>
<th>Date, Month/Day/Year</th>
<th>Derivative Security Beneficially Owned</th>
<th>Date, Month/Day/Year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) 2,716 shares held by each of the following: Anna Doria Marggraf Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraf Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person
By: L. James Marggraf

Date: 5/25/03
Ex. 27(q)
U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
Marggraff  
L. James  
(First) (Middle) (Last)

2. Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year
May 29, 2003

5. If Amendment, Date of Original Applicable Uae

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

7. Individual or Joint/Group Filing (Check Applicable Line)

   X Form filed by One Reporting Person 
   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 Owed Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |
| Class A Common Stock | 5/29/03 | | S | 20,000 D | 93,094 | |
| Class A Common Stock | 5/29/03 | | S | 20,000 D | 93,094 | |
| Class A Common Stock | | | | | 5,432 | I (1) |

Executive Vice President of Content

Marggraff L. James LeapFrog Enterprises, Inc. (LF)  
6401 Hollis Street, Suite 150  
Emeryville CA 94608

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities Beneficially Owned: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**

Date: 5/30/02

By: L. James Marggraff
Ex. 27(r)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*
   Marggraf L. James
   (Last) (First) (Middle)
   6401 Hollis Street, Suite 150
   Emeryville, CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if an entity
   (Voluntary)

4. Statement for Month/Day/Year
   May 30, 2003

5. If Amendment, Date of Original
   (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
   X Officer
   Other (specify below)

7. Individual or Joint/Group Filing
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>Nature, Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/30/03</td>
<td></td>
<td>M</td>
<td>47,000 A</td>
<td>52.37</td>
<td>Class A Common Stock</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/30/03</td>
<td></td>
<td>S</td>
<td>47,000 D</td>
<td>529.60</td>
<td>Class A Common Stock</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/30/03</td>
<td></td>
<td>S</td>
<td>8,000 D</td>
<td>529.60</td>
<td>Class A Common Stock</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/30/03</td>
<td></td>
<td>S</td>
<td>8,000 D</td>
<td>85,094</td>
<td>Class A Common Stock</td>
</tr>
</tbody>
</table>

Form: Direct (D) or Indirect (I)
<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. A)</th>
<th>11. Nature of Reporting Person</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>5/30/03</td>
<td></td>
<td>M</td>
<td>47,000 (2)</td>
<td>12/31/09</td>
<td>Class A Common</td>
<td>47,000</td>
<td>308,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) 2,716 shares held by each of the following: Anna Doria Marggraff Irrevocable Trust U/D/T 10/3/1995 and Blake Christopher Marggraff Irrevocable Trust U/D/T 10/3/95, of which the Reporting Person and his wife are trustees.

(2) Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 options vest on 7/1/99; 6,920 vest on 7/31/99; the remainder vest monthly and become fully vested on 12/31/01.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instructions 6 for procedure.
Ex. 27(s)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 4. If amendment, Date Original Filed (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer (check all applicable) 6. Individual or Joint/Group Filing (Check Applicable Line) 7. Nature of Indirect Beneficial Ownership (Instr. 4)

L. James Margraff
6401 Hollis St., Ste. 150
Emeryville CA 94608
LeapFrog Enterprises, Inc. [LF]
07/09/2003
Executive VP, Content

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/09/2003</td>
<td></td>
<td>M</td>
<td>2,000 (A)</td>
<td>$2.37</td>
<td>$7,094 (D)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/09/2003</td>
<td></td>
<td>S (1)</td>
<td>2,000 (D)</td>
<td>$33.76</td>
<td>$8,094 (D)</td>
<td></td>
</tr>
</tbody>
</table>

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).
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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>07/09/2003</td>
<td></td>
<td>M</td>
<td>2,000</td>
<td>07/01/1999 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>306,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 vest on 7/1/99; 6,920 vest on 7/231/99; the remainder vest monthly and become fully vested on 12/31/01.

By: /s/ L. James Marggraf  
**Signature of Reporting Person**

Date: 7/11/03

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 14-Jul-2003 08:00
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000001

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------------- NOTICE -------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 8:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.
Ex. 27(t)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   L. James Marggraf
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   _X_ Director
   _X_ Officer (give title below) ___ 10% Owner
   _X_ Executive VP, Content

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   07/16/2003

4. If amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   _X_ Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/16/2003</td>
<td></td>
<td>M (A)</td>
<td>2,000 A ($2.37)</td>
<td>87,094 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/16/2003</td>
<td></td>
<td>S (D)</td>
<td>2,000 D ($30.00)</td>
<td>85,094 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).
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 control number.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>07/16/2003</td>
<td>M</td>
<td>(A)</td>
<td>2,000</td>
<td>07/01/1999 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>304,360</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 vest on 7/1/99; 6,920 vest on 7/23/99; the remainder vest monthly and become fully vested on 12/31/01.

By:/s/ L. James Marggraff

**Signature of Reporting Person**

7/17/03

Date


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 18-Jul-2003 13:31
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000002

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------- NOTICE -------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 8:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.
Ex. 27(u)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
L. James Marggraff  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
(Month/Day/Year)  
07/23/2003

4. If amendment, Date Original Filed (Month/Day/Year)  
-

5. Relationship of Reporting Person(s) to Issuer (check all applicable)  
- Director  
- Officer (give title below)  
- 10% Owner  
- Executive VP, Content  

6. Individual or Joint/Group Filing (Check Applicable Line)  
-X_ Form filed by One Reporting Person  
- Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/23/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$2.37</td>
<td>87,094 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/23/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$27.75</td>
<td>85,094 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).  
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 control number.
Form 4 (cont.)
Name and Address of Reporting Person
L. James Marggraff
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
07/23/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 &amp; 5)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>07/23/2003</td>
<td>M</td>
<td>2,000</td>
<td>07/01/1999 (2)</td>
<td>12/31/2009</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>302,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 vest on 7/1/99; 6,920 vest on 7/23/99; the remainder vest monthly and become fully vested on 12/31/01.

By/s/ L. James Marggraff
**Signature of Reporting Person
7/24/03
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 25-Jul-2003 08:00
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000003

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
  OWNER: MARGRAFF JAMES L
  FORM TYPE: 4
  FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
  COMPANY: LEAPFROG ENTERPRISES INC

--------------------------- NOTICE ---------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 8:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   L. James Margraff
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)
   07/30/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   10% Owner
   Executive VP, Content
   Officer (give title below) 

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>07/30/2003</th>
<th>M</th>
<th>2,000</th>
<th>A</th>
<th>$2.37</th>
<th>87,094</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/30/2003</td>
<td>S (1)</td>
<td>2,000</td>
<td>D</td>
<td>$29.90</td>
<td>85,094</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
Name and Address of Reporting Person  
L. James Marggraf  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. [LF]

Period Of Report  
07/30/2003

---

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Date (mm/dd/yy)</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>07/30/2003</td>
<td></td>
<td>M</td>
<td>(A)</td>
<td>2000 07/01/1999 12/31/2009 Class A Common 2,000 0 300,360 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 vest on 7/1/99; 6,920 vest on 7/23/99; the remainder vest monthly and become fully vested on 12/31/00.

By:/s/ L. James Marggraf  
7/31/03  
**Signature of Reporting Person**

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 control number.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**

Margaret Rozowski

From: EDGAR.POSTMASTER@sec.gov
Sent: Monday, August 04, 2003 6:00 AM
To: mrozowski@leapfrog.com
Subject: ACCEPTED FORM TYPE 4 (0001215014-03-000004)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 04-Aug-2003 13:00 ACCEPTED DATE: 04-Aug-2003 13:00
FILING DATE: 04-Aug-2003 13:00
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000004

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------- NOTICE -------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

1
August 4, 2003

Mr. Herb Scholl  
Chief, Office of EDGAR & Information Analysis  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: LeapFrog Enterprises, Inc. (CIK: 0001138951)  
Form Type: Form 4  
Accession Number 0001215014-03-000004 — Date Adjustment Request

Dear Mr. Scholl:

The purpose of this letter is to request a change of date for the above referenced Form 4 EDGAR filing for LeapFrog Enterprises, Inc.

We attempted to connect approximately 25 times from 8:00 p.m. to 10:00 p.m. Eastern time via the SEC’s system on Friday, August 1, to submit the EDGAR filing. Due to technical difficulties we were not able to connect until August 4, 2003. The Form 4 filing was accepted at 13:00 on August 4, 2003, with an August 4, 2003 filing date. Since good faith attempts were made to file with the Commission but technical difficulties outside our control were encountered, we respectfully request an adjustment of the filing date to August 1, 2003.

The August 1, 2003 filing date is extremely important to us in order to remain in compliance with SEC rules. We are aware of and make every attempt to file all Section 16 filings within the accelerated deadlines recently adopted by the Commission. We attempted in good faith to file prior to 10:00 p.m. Eastern time. Please grant an adjustment of the filing date to August 1, 2003.

I appreciate your prompt consideration regarding this matter. Should you have questions regarding the circumstances of this filing I would be happy to provide any additional information required. I can be reached at (510) 420-4882. I would appreciate you informing me if and when the requested change in filing date has taken effect. My fax number is (510) 420-5008.

Very truly yours,

James P. Curley  
Chief Financial Officer

JPC:msr

Learn Something New Every Day!™
Ex. 27(w)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Persons
   L. James Marggraff
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   08/06/2003

4. If amendment, Date Original Filed
   08/06/2003

5. Relationship of Reporting Person(s) to Issuer
   Director
   Officer (give title below) 10% Owner
   Executive VP, Content

6. Individual or Joint/Group Filing
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (mm/dd/yy)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Transaction Date, if any (mm/dd/yy)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5) Amount (A) or (D)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5) Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/06/2003</td>
<td>M (1)</td>
<td>360</td>
<td>A</td>
<td>$2.37</td>
<td>85,454</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/06/2003</td>
<td>S (1)</td>
<td>360</td>
<td>D</td>
<td>$29.70</td>
<td>85,094</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/06/2003</td>
<td>M</td>
<td>1,640</td>
<td>A</td>
<td>$5.00</td>
<td>86,734</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/06/2003</td>
<td>S (1)</td>
<td>1,640</td>
<td>D</td>
<td>$29.70</td>
<td>85,094</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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). 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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$2.37</td>
<td>08/06/2003</td>
<td>M</td>
<td>360</td>
<td>07/01/1999 (2)</td>
<td>Class A Common</td>
<td>360</td>
<td>0</td>
<td>300,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>08/06/2003</td>
<td>M</td>
<td>1640</td>
<td>01/31/2000 (3)</td>
<td>Class A Common</td>
<td>1,640</td>
<td>0</td>
<td>298,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 7/22/98 under the Issuer's Stock Option Plan. Options vest as follows: 83,045 vest on 7/1/99; 6,920 vest on 7/231/99; the remainder vest monthly and become fully vested on 12/31/01.
(3) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By: Peter M.O. Wong, Attorney-in-Fact on behalf of L. James Marggraf Date 8/8/03

**Signature of Reporting Person**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 08-Aug-2003 18:36 ACCEPTED DATE: 08-Aug-2003 18:36
FILING DATE: 08-Aug-2003 18:36
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000005
FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(x)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   L. James Marggraff
   6401 Hollis St, Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   08/13/2003

4. If amendment, Date Original Filed
   08/13/2003

5. Relationship of Reporting Person(s) to Issuer
   Director
   Officer (give title below) 10% Owner
   Executive VP, Content

6. Individual or Joint/Group Filing
   Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/13/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,094</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/13/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$29.75</td>
<td>85,094</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date or Action Date (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities Beneficially Owned: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>08/13/2003</td>
<td>M</td>
<td>2000 (A)</td>
<td>01/31/2000 (2)</td>
<td>Class A Common 2,000 0 296,360 D</td>
<td>5.00</td>
<td>2,000 (Instr. 3, &amp; 4)</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By: James P. Curley, Attorney-in-Fact on behalf of James Marggraf, 8/14/03

**Signature of Reporting Person**

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4
NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 15-Aug-2003 15:31
FILING DATE: 15-Aug-2003 15:31
TEST FILING: NO
CONFIRMING COPY: NO
ACCESSION NUMBER: 0001215014-03-000006

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
OWNER: MARGRAFF JAMES L
FORM TYPE: 4
FILE NUMBER(S):
1. 001-31396

ISSUER:

2. CIK: 0001138951
COMPANY: LEAPFROG ENTERPRISES INC

--------------------------- NOTICE ---------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(y)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 3. Date of Earliest Transaction Required to be Reported
   L. James Marggraff LeapFrog Enterprises, Inc. [LF] 08/20/2003
   6401 Hollis St. Ste. 150 Emeryville CA 94608

3A. Deemed Execution Date, if any (mm/dd/yy)

3B. Transaction Code (Instr. 8)

3C. Transaction Code

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   Officer (give title below)
   10% Owner
   X Other (specify below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/20/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,094 D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/20/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$31.86</td>
<td>85,094 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
**Table II -Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>08/20/2003</td>
<td>M</td>
<td>2,000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>0</td>
<td>294,360</td>
<td>D</td>
<td><strong>Signature of Reporting Person</strong> 8/22/03</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 22-Aug-2003 19:55
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000007

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------------------------- NOTICE ---------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(z)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   L. James Marggraf
   6401 Hollis St, Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   08/27/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   Officer (give title below) 10% Owner
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/27/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,094 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/27/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$34.63</td>
<td>85,094 D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>08/27/2003</td>
<td>M</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>12/31/2009</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>292,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

**James P. Curley, Attorney-in-Fact on behalf of James Maragha, Date 8/29/03**

**Signature of Reporting Person**

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4  NUMBER OF DOCUMENTS: 1
FILING DATE: 29-Aug-2003 19:24
TEST FILING: NO  CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000008

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------- NOTICE -------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(aa)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
   L. James Marggraff  
   6401 Hollis St., Ste. 150  
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)  
   09/03/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   Officer (give title below)  
   10% Owner
   Other (specify below)  
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>09/03/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,094 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/03/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$38.99</td>
<td>85,406 (2) D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>M</td>
<td>09/03/2003</td>
<td>(A)</td>
<td>2000</td>
<td>01/31/2000 (3)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>290,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Includes 312 shares acquired under the Issuer's employee stock purchase plan in September 2003.
3. Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By/s/ L. James Marggraf
**Signature of Reporting Person**

9/5/03
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 05-Sep-2003 19:51 ACCEPTED DATE: 05-Sep-2003 19:52
FILING DATE: 05-Sep-2003 19:51
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000009

FILE NUMBER(S):
  1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

  1. CIK: 0001215014
     OWNER: MARGRAFF JAMES L
     FORM TYPE: 4
     FILE NUMBER(S):
       1. 001-31396

ISSUER:

  2. CIK: 0001138951
     COMPANY: LEAPFROG ENTERPRISES INC

-------------------------- NOTICE --------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(bb)
## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

**Form 4 or Form 5 obligations may continue. See Instruction 1(b).**

---

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>Transaction Date</th>
<th>Deemed Execution Date (mm/dd/yy)</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>09/10/2003</td>
<td>M</td>
<td>A</td>
<td>2,000</td>
<td>$5.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/10/2003</td>
<td>S (1)</td>
<td>A</td>
<td>2,000</td>
<td>$35.10</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

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).

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 control number.
Name and Address of Reporting Person
L. James Marggraff
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
09/10/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>09/10/2003</td>
<td>M</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>288,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff 9/11/03
**Signature of Reporting Person Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 11-Sep-2003 19:19
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000010

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

----------------------------- NOTICE -----------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(cc)
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Executed Date (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>09/17/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,406</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/17/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$38.97</td>
<td>85,406</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>09/17/2003</td>
<td></td>
<td>M</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>286,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff 9/18/03
**Signature of Reporting Person**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 19-Sep-2003 17:05 ACCEPTED DATE: 19-Sep-2003 17:06
FILING DATE: 19-Sep-2003 17:05
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000011

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

-------------------------- NOTICE --------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(dd)
**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>3. Transaction Code</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>09/24/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,406 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/24/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$40.12</td>
<td>85,406 D</td>
<td></td>
</tr>
</tbody>
</table>

**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).*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 control number.

**ORIGINAL**
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>09/24/2003</td>
<td>M</td>
<td>(A)</td>
<td>2000</td>
<td>01/31/2000 (A)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>284,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By/s/ Peter M.O. Wong, Attorney-in-Fact on behalf of L. James Marggraf
9/26/03 Date

**Signature of Reporting Person**

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 26-Sep-2003 19:54
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000012

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

----------------------------- NOTICE -----------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(ee)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
   L. James Marggraff
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
   (Month/Day/Year)  
   10/01/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director  
   X Officer (give title below)  
   10% Owner  
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person  
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/01/2003</td>
<td>M</td>
<td>2,000 (A)</td>
<td>$5.00</td>
<td>87,406</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/01/2003</td>
<td>S (I)</td>
<td>2,000 (D)</td>
<td>$38.76</td>
<td>85,406</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).
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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>10/01/2003</td>
<td>M</td>
<td>(A)</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>282,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/1/00 through 11/30/03; 2,099 options vest on 12/31/03.

By James P. Curley, Attorney-in-Fact on behalf of L. James Marggraf 10/2/03

**Signature of Reporting Person**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 03-Oct-2003 12:22
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000013

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------ NOTICE ------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(ff)
Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership of Securities

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
L. James Marggraf
6401 Hollis St., Ste. 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
10/08/2003

4. If amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
☐ Director
☒ Officer (give title below) 10% Owner

Executive VP, Content

6. Individual or Joint/Group Filing
☒ Form filed by One Reporting Person
☐ Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Acquired (A) or Disposed of (D)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/08/2003</td>
<td>M</td>
<td></td>
<td>2,000 A</td>
<td>$5.00</td>
<td>D</td>
<td>Class A Common Stock</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/08/2002</td>
<td>S (1)</td>
<td></td>
<td>2,000 D</td>
<td>$43.95</td>
<td>D</td>
<td>Class A Common Stock</td>
</tr>
</tbody>
</table>

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).

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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>10/08/2003</td>
<td>M</td>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>12/31/2009</td>
<td>Class A Common</td>
<td>2,000</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

**By:/s/ L. James Marggraf**
**Signature of Reporting Person**
10/9/03

**Date**

---


**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 control number.**
Margaret Rozowski

From: EDGAR.POSTMASTER@sec.gov
Sent: Thursday, October 09, 2003 1:52 PM
To: section16; Margaret Rozowski
Subject: ACCEPTED FORM TYPE 4 (0001215014-03-000014)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 09-Oct-2003 20:50
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000014

FILE NUMBER(S):
1. 001-31396


PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
OWNER: MARGRAFF JAMES L
FORM TYPE: 4
FILE NUMBER(S):
1. 001-31396

ISSUER:

2. CIK: 0001138951
COMPANY: LEAPFROG ENTERPRISES INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(gg)
**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

**1. Name and Address of Reporting Person**

L. James Marggraf
6401 Hollis St., Ste. 150
Emeryville CA 94608

**2. Issuer Name and Ticker or Trading Symbol**

LeapFrog Enterprises, Inc. [LF]

**3. Date of Earliest Transaction Required to be Reported**

(Month/Day/Year)
10/15/2003

**5. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

Executive VP, Content

**4. If amendment, Date Original Filed**

(Month/Day/Year)

- Other (specify below)

**6. Individual or Joint/Group Filing**

- Form filed by One Reporting Person
- Form filed by More Than One Reporting Person

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>10/15/2003</th>
<th>M</th>
<th>2,000 A</th>
<th>$5.00</th>
<th>87,406 D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/15/2003</td>
<td>S (I)</td>
<td>2,000 D</td>
<td>$45.16</td>
<td>85,406 D</td>
</tr>
</tbody>
</table>

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).

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 control number.

**OMB APPROVAL**

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: 0.5

**ORIGINAL**
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5A. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>10/15/2003</td>
<td>M</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>278,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraf 10/16/03
**Signature of Reporting Person Date
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000015

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------------------------- NOTICE -------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(hh)
TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Transaction Code</th>
<th>4. Securities Acquired (A) or Disposed of (D)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/22/2003</td>
<td>M</td>
<td>2,000</td>
<td>2,000</td>
<td>87,406</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/22/2003</td>
<td>S (1)</td>
<td>2,000</td>
<td>2,000</td>
<td>85,406</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2003</td>
<td>G</td>
<td>297</td>
<td>0</td>
<td>85,109</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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). 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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>10/22/2003</td>
<td></td>
<td>M</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>276,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By/s/ Cecilia M. Mao, Attorney-in-Fact on behalf of L. James Marggraft 10/24/03
**Signature of Reporting Person**

Page 2 of 2


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 24-Oct-2003 19:35
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000016

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------- NOTICE -------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(ii)
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
L. James Marggraff  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
(Month/Day/Year)  
10/29/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)  
Director  
Officer (give title below)  
10% Owner  
Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
Form filed by More Than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/29/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,109</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/29/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$33.79</td>
<td>85,109</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).  
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 control number.
Form 4 (cont.)
Name and Address of Reporting Person
L. James Marggraf
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
10/29/2003

Table II -Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>10/29/2003</td>
<td>M</td>
<td>(A) (D)</td>
<td>01/31/2000 (O)</td>
<td>Class A Common 2,000 0</td>
<td>274,360 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraf
**Signature of Reporting Person
10/31/03
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 31-Oct-2003 18:59
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000017
FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------ NOTICE ------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(jj)
### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/05/2003</td>
<td></td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,109 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/05/2003</td>
<td></td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$34.33</td>
<td>85,109 D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
Name and Address of Reporting Person
L. James Marggraff
6401 Hollis St, Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
11/05/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>11/05/2003</td>
<td>M</td>
<td>(A)</td>
<td>2000</td>
<td>01/31/2000 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>272,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff
**Signature of Reporting Person 11/6/03**

Date


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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4
NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 07-Nov-2003 20:44
ACCEPTED DATE: 07-Nov-2003 20:44
FILING DATE: 07-Nov-2003 20:44
TEST FILING: NO
CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000018

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------------- NOTICE -------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(kk)
**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. **Name and Address of Reporting Person**
   - L. James Marggraff
   - 6401 Hollis St, Ste. 150
   - Emeryville, CA 94608

2. **Issuer Name and Ticker or Trading Symbol**
   - LeapFrog Enterprises, Inc. [LF]

3. **Date of Earliest Transaction Required to be Reported (Month/Day/Year)**
   - 11/11/2003

4. **Individual or Joint/Group Filing**
   - _X_ Form filed by One Reporting Person

5. **Relationship of Reporting Person(s) to Issuer**
   - _X_ Officer (give title below)
   - 10% Owner
   - Executive VP, Content

6. **Transaction Details**

   **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/11/2003</td>
<td>S</td>
<td>2,716 D</td>
<td>$35.22</td>
<td>0 I</td>
<td>By Blake Christopher Marggraff Irrevocable Trust (1)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/11/2003</td>
<td>S</td>
<td>2,716 D</td>
<td>$35.21</td>
<td>0 I</td>
<td>By Anna Doria Marggraff Irrevocable Trust (2)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/12/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,109 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/12/2003</td>
<td>S (3)</td>
<td>2,000 D</td>
<td>$33.43</td>
<td>85,109 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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). 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 control number.*
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>11/12/2003</td>
<td>M</td>
<td>(A)</td>
<td>2,000</td>
<td>01/31/2000 (4)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>270,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) - By Blake Christopher Marggraf Irrevocable Trust U/D/T 10/3/1995, of which the Reporting Person and his wife are trustees.

(2) - By Anna Doria Marggraf Irrevocable Trust U/D/T 10/3/1995, of which the Reporting Person and his wife are trustees.

(3) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(4) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

[Signature of Reporting Person]

**James P. Curley**, Attorney-in-Fact on behalf of [Name]

11/14/2003

Date

**Signature of Reporting Person**

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 14-Nov-2003 21:13 CONIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000019

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
OWNER: MARGRAFF JAMES L
FORM TYPE: 4
FILE NUMBER(S):
1. 001-31396

ISSUER:
2. CIK: 0001138951
COMPANY: LEAPFROG ENTERPRISES INC

----------------------------- NOTICE -----------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(II)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   L. James Marggraff
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   11/19/2003

4. If amendment, Date Original Filed (Month/Day/Year)
   11/19/2003

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   X Officer (give title below)  _10% Owner
   __ Other (specify below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/19/2003</td>
<td>M</td>
<td>2000 A</td>
<td>$5.00</td>
<td>87,109 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/19/2003</td>
<td>S(1)</td>
<td>2000 D</td>
<td>$29.52</td>
<td>87,109 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.

Page 1 of 2

11/19/2003 3:42:25 PM
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities Beneficially Owned: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>11/19/2003</td>
<td>M</td>
<td>(A)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0 268,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff

**Signature of Reporting Person**

11/21/2003 Date


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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 21-Nov-2003 18:39
TEST FILING: NO CONFIRMING COPY: NO
ACCESSION NUMBER: 0001215014-03-000020

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------------------------- NOTICE ---------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual,
Ex. 27(mm)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
L. James Marggraff
6401 Hollis St., Ste. 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Reported (Month/Day/Year)
11/26/2003

4. If amendment, Date Original Filed (Month/Day/Year) 

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
Director
10% Owner
Officer (give title below)
Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>Securities Owned Beneficially Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/26/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>85,109 D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/26/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$30.55</td>
<td>85,109 D</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>

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).

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 control number.
Form 4 (cont.)
Name and Address of Reporting Person
L. James Marggraff
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
11/26/2003

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

| 1. Title of | 2. Conversion or | 3. Transaction Date | 3A. Deemed | 4. Transaction Code (Instr. 8) | 5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5) | 6. Date Exercisable and Expiration Date (mm/dd/yy) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Derivative Security | Exercise Price of Derivative Security | (mm/dd/yy) | Execution Date, if any (mm/dd/yy) | | | | Title | Amount or Number of Shares | | | |
| Nonqualified Stock Option (right to buy) | $5.00 | 11/26/2003 | M | 2,000 | 01/31/2000 (2) | 12/31/2009 | Class A Common | 2,000 | 0 | 266,360 | D |

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff
12/1/2003
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 01-Dec-2003 21:03 ACCEPTED DATE: 01-Dec-2003 21:04
FILING DATE: 01-Dec-2003 21:03
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000021

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

-------------------------------------- NOTICE --------------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(nn)
1. Name and Address of Reporting Person*  
L. James Marggraf  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
Leapfrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
(Month/Day/Year)  
12/03/2003

4. If amendment, Date Original Filed (Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mn/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mn/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/03/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,109 D</td>
<td>Direct</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/03/2003</td>
<td>S (1)</td>
<td>2,600 D</td>
<td>$30.22</td>
<td>85,109 D</td>
<td>Direct</td>
<td>D</td>
</tr>
</tbody>
</table>

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).
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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>2003</td>
<td>M</td>
<td>(A)</td>
<td>2,000</td>
<td>01/31/2000 (2)</td>
<td>12/31/2009</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>264,360</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By: /s/ James P. Curley, Attorney-in-Fact on behalf of James Marggraff
12/5/2003
Date

**Signature of Reporting Person**
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4
NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 05-Dec-2003 18:06
ACCEPTED DATE: 05-Dec-2003 18:07
FILING DATE: 05-Dec-2003 18:06
TEST FILING: NO
CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000022

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
OWNER: MARGRAFF JAMES L
FORM TYPE: 4
FILE NUMBER(S):
1. 001-31396

ISSUER:
2. CIK: 0001138951
COMPANY: LEAPFROG ENTERPRISES INC

-------------------------- NOTICE --------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.
Ex. 27(00)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol
L. James Marggraff LeapFrog Enterprises, Inc. [LF]
6401 Hollis St., Ste. 150 Emeryville CA 94608

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)
12/10/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   10% Owner
   Officer (give title below)
   Other (specify below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/10/2003</td>
<td>M</td>
<td></td>
<td>2,000 A</td>
<td>$5.00</td>
<td>87,109 D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/10/2003</td>
<td>S (1)</td>
<td></td>
<td>2,000 D</td>
<td>$25.32</td>
<td>85,109 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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).
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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>12/10/2003</td>
<td>M</td>
<td>(A)</td>
<td>2,000</td>
<td>01/31/2000 (2)</td>
<td>12/31/2009</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>262,360</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ L. James Marggraff
**Signature of Reporting Person**

Date

12/11/2003

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 11-Dec-2003 21:06
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000023

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

---------------------------------------- NOTICE ----------------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(pp)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   L. James Marggraff
   LeapFrog Enterprises, Inc. [LF]
   601 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   12/15/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   Director
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/15/2003</td>
<td></td>
<td>M</td>
<td>40,000 A</td>
<td>125,109 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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).
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 control number.
<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$10.00</td>
<td>12/15/2003</td>
<td>M</td>
<td>(A) (D)</td>
<td>40,000 01/31/2002 (1) 12/31/2012 Class A Common 40,000 0 222,360 D</td>
<td>Explanation of Responses: (1) - Granted 1/31/02 under the Issuer's Stock Option Plan. Options vest 1/48 per month for 48 consecutive months commencing 1/31/02</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 17-Dec-2003 19:04
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000024

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

---------------------------------- NOTICE ----------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(qq)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)</th>
<th>5. Relationship of Reporting Person(s) to Issuer (check all applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>L. James Marggraff</td>
<td>LeapFrog Enterprises, Inc. [LF]</td>
<td>12/17/2003</td>
<td>Director</td>
</tr>
<tr>
<td>6401 Hollis St., Ste. 150</td>
<td></td>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td>Emeryville CA 94608</td>
<td></td>
<td></td>
<td>Officer (give title below)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Executive VP, Content</td>
</tr>
</tbody>
</table>

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)

6. Individual or Joint/Group Filing (Check Applicable Line)

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|------------------------------------|-----------------------------------|-----------------------------|---------------------------------------------------------------------|
| 1. Title of Security (Instr. 3)    | 2. Transaction Date (mm/dd/yy)    | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5) |
| Class A Common Stock               | 12/17/2003                       | M                           | 2,000 A                                                               |
| Class A Common Stock               | 12/17/2003                       | S (1)                       | 2,000 D                                                               |
|                                   |                                   |                             | $5.00 127,109 D                                                       |
|                                   |                                   |                             | $25.47 125,109 D                                                     |

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).

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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 &amp; 5)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>12/17/2003</td>
<td>M</td>
<td>(A) 2,000 (D) 01/31/2002 (2) 12/31/2012</td>
<td>Class A Common 2,000</td>
<td>0 220,360</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By/s/ Cecilia M. Mao, Attorney-in-Fact on behalf of L. James Marggraff  
12/19/2003  
**Signature of Reporting Person**

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 19-Dec-2003 21:21
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-03-000025

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215014
   OWNER: MARGGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(rr)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
   L. James Marggraff  
   6401 Hollis St., Ste. 150  
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
   (Month/Day/Year)  
   12/24/2003

4. Individual or Joint/Group Filing (Check Applicable Line)  
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/24/2003</td>
<td>M</td>
<td>2,000 A</td>
<td>$5.00</td>
<td>127,109</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/24/2003</td>
<td>S (1)</td>
<td>2,000 D</td>
<td>$27.63</td>
<td>125,109</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>12/24/2003</td>
<td>M</td>
<td></td>
<td>2,000</td>
<td>01/31/2002 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>218,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ Peter M. O. Wong, Attorney-in-Fact on behalf of L. James Marggraff
Date 12/24/2003

**Signature of Reporting Person**
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 24-Dec-2003 14:21
TEST FILING: NO CONFIRMING COPY: NO
ACCESSION NUMBER: 0001215014-03-000026

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

-------------------------------------------------- NOTICE --------------------------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(ss)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

1. Name and Address of Reporting Person*
   L. James Marggraff
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   12/31/2003

4. If amendment, Date Original Filed
   (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (check all applicable)
   Director
   Officer (give title below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/31/2003</td>
<td>M</td>
<td>2,000</td>
<td>A</td>
<td>$5.00</td>
<td>127,109</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/31/2003</td>
<td>S (1)</td>
<td>2,000</td>
<td>D</td>
<td>$26.49</td>
<td>125,109</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5.00</td>
<td>12/31/2003</td>
<td>M</td>
<td>(A)</td>
<td>2,000</td>
<td>01/31/2002 (2)</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>216,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) - Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

By:/s/ Cecilia M. Mao, Attorney-in-Fact on behalf of L. James Marggraf 1/5/2004
**Signature of Reporting Person**

---

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4  NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 05-Jan-2004 19:43  ACCEPTED DATE: 05-Jan-2004 19:44
FILING DATE: 05-Jan-2004 19:43
TEST FILING: NO  CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215014-04-000001
FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215014 WILL EXPIRE 21-Jan-2004 11:59.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215014
   OWNER: MARGRAFF JAMES L
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------- NOTICE ---------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 27(tt)
STANDARD FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   MARGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   01/07/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 6)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/07/2004</td>
<td>M</td>
<td>2,000</td>
<td>A</td>
<td>$5</td>
<td>127,109</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/07/2004</td>
<td>S®</td>
<td>2,000</td>
<td>D</td>
<td>$29.06</td>
<td>125,109</td>
<td>D</td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1</th>
<th>2</th>
<th>3</th>
<th>3A</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
<th>8</th>
<th>9</th>
<th>10</th>
<th>11</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title of Derivative Security (Instr. 3)</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>Transaction Date (Month/Day/Year)</td>
<td>Date of Deemed Execution, if any (Month/Day/Year)</td>
<td>Transaction Code (Instr. 8)</td>
<td>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4. and 5)</td>
<td>Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>Title and Amount of Underlying Securities (Instr. 3 and 4)</td>
<td>Price of Nonqualified Stock Option (right to buy)</td>
<td>Nonqualified Stock Option (right to buy)</td>
<td>Form of Indirect Ownership (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5</td>
<td>01/07/2004</td>
<td>M</td>
<td>2,000</td>
<td>01/31/2002</td>
<td>12/31/2012</td>
<td>Class A Common</td>
<td>2,000</td>
<td>$0</td>
<td>214,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

James P. Cudney, Attorney-in-Fact on behalf of L. James Marcoraff 01/09/2004
** 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(ii)(v).
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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(uu)
FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours 0.5

1. Name and Address of Reporting Person
   MARGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   01/14/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/14/2004</td>
<td></td>
<td>M</td>
<td>2,000A</td>
<td>127,109 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/14/2004</td>
<td></td>
<td>S(1)</td>
<td>2,000D</td>
<td>125,109 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

(1) Exchangeable at fixed price.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

See Instruction 1(b).
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 5 and 6)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 3)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option</td>
<td>V $ 5</td>
<td>2004 M</td>
<td>2,000</td>
<td>Class A Common 2,000 $ 0 212,300 D</td>
<td>2000 M</td>
<td>12/31/2012</td>
<td>Common</td>
<td>91.36</td>
<td>212,300 D</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

L. James Maraoraff 01/16/2004
** 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).


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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(vv)
1. Name and Address of Reporting Person
   MARGGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   01/21/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X Officer (give title below) Other (specify below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/21/2004</td>
<td>M</td>
<td>2,000</td>
<td>$5</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/21/2004</td>
<td>D</td>
<td>2,000</td>
<td>$31.34</td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Exercisable Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (B) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 5 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5</td>
<td>01/21/2004</td>
<td>M</td>
<td>2,000</td>
<td>1/31/2002 through 12/31/2012</td>
<td>Class A Common</td>
<td>2,000</td>
<td>$0</td>
<td>210,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

James P. Curley, Attorney-in-Fact on behalf of L. James Marcoraff
01/23/2004
**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).
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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(ww)
1. Name and Address of Reporting Person
MARGRAFF JAMES L
3401 HOLLIS ST., STE. 150
EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2004

4. If Amendment, Date of Original Filed (Month/Day/Year) 

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. 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Class A Common Stock 01/28/2004 M 2,000 A $5 127,109 D
Class A Common Stock 01/29/2004 $ 31.34 125,109 D

Form filed by One Reporting Person
### Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$ 5</td>
<td>01/28/2004</td>
<td>V (A)</td>
<td>2,000</td>
<td>01/31/2002</td>
<td>Class A Common</td>
<td>2,000</td>
<td>0</td>
<td>208,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 11/30/03; 2,089 options vest on 12/31/03.

---

James P. Curley, Attorney-in-Fact on behalf of L. James Markoff 01/30/2004

**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).


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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(xx)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person
   MARGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   02/04/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X Officer (give title below)
   Other (specify below)
   Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>02/04/2004</td>
<td>A</td>
<td>2,000</td>
<td>$ 5</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>02/04/2004</td>
<td>D</td>
<td>2,000</td>
<td>$27.09</td>
</tr>
</tbody>
</table>

(1) Non-Derivative or Derivative Security.
<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Exercisable Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5</td>
<td>02/04/2004</td>
<td>M</td>
<td>2,000</td>
<td>01/31/2002 inadequately typed as 2002</td>
<td>12/31/2012</td>
<td>Class A Common</td>
<td>$0</td>
<td>206,360</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Explanation of Responses:
1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/1/00 through 11/30/03; 2,099 options vest on 12/31/03.

<table>
<thead>
<tr>
<th>James Maronraff</th>
<th>02/06/2004</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Signature of Reporting Person</strong></td>
<td><strong>Date</strong></td>
</tr>
</tbody>
</table>

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).


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.
Ex. 27(yy)
United States Securities and Exchange Commission
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person
MARGRAFF JAMES L
6401 HOLLIS ST., STE. 150
EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
LEAPFROG ENTERPRISES INC (LF)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Chair)
10% Owner
Executive VP, Content

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Securities Acquired</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(Month/Day/Year)</td>
<td>(Instr. 3)</td>
<td>(A) or (D) (Instr. 4)</td>
<td>(Instr. 3) and (4)</td>
</tr>
</tbody>
</table>

Class A Common Stock 02/11/2004 M 2,000 A $5 127,109 D

Class A Common Stock 02/11/2004 S(1) 2,000 D $27 125,109 D

(1) Includes 2,000 shares owned by MARGRAFF JAMES L's minor children, for whose accounts he serves as their legal guardian.

(2) Includes 2,000 shares owned by MARGRAFF JAMES L's spouse, for whose accounts he serves as their agent.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 3)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$ 5</td>
<td>02/11/2004</td>
<td>M</td>
<td>2,000</td>
<td>01/31/2002</td>
<td>Class A Common</td>
<td>2,000</td>
<td>$ 0</td>
<td>204,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,063 options vest each month commencing on 11/30/00 through 11/30/03; 2,099 options vest on 12/31/03.

**James P. Curley, Attorney-in-Fact on behalf of L. James Manigaff**

**Signature of Reporting Person**

02/13/2004

**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).


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.

Created by 10KWizard Technology  www.10KWizard.com
Ex. 27(zz)
Check this box if no longer subject to Section 16. Form 4 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person

   MARGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol

   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)

   02/18/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

   Director

6. Individual or Joint/Group Filing (Check Applicable Line)

   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

---

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>02/19/2004</td>
<td></td>
<td></td>
<td>(A)</td>
<td>2,000</td>
<td>A</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>02/19/2004</td>
<td></td>
<td></td>
<td>(D)</td>
<td>2,000</td>
<td>D</td>
</tr>
</tbody>
</table>
### Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security (Instr. 5)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5</td>
<td>02/18/2004</td>
<td>M</td>
<td>2,000</td>
<td>01/31/2002</td>
<td>12/31/2012</td>
<td>Class A Common</td>
<td>2,000</td>
<td>$0</td>
<td>202,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

L. James Marraff 02/20/2004
**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).*


*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.*

Created by 10KWizard Technology  [www.10KWizard.com](http://www.10KWizard.com)
Ex. 27(aaa)
Form 4

United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person
   MARGRAFF JAMES L
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   02/25/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   Director
   Executive VP, Content
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date of Transaction (Month/Day/Year)</th>
<th>Deemed Date of Execution (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired or Disposed of (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>02/25/2004</td>
<td></td>
<td></td>
<td>M</td>
<td>2,000</td>
<td>A</td>
<td>$ 5</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>02/29/2004</td>
<td></td>
<td></td>
<td>S</td>
<td>2,000</td>
<td>D</td>
<td>$ 26.78</td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If Any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 6)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned: Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security (Instr. D) or Indirect (Instr. E)</th>
<th>11. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$ 5</td>
<td>02/25/2004</td>
<td></td>
<td>M</td>
<td>2,000</td>
<td>01/31/2002/12/31/2012</td>
<td>Class A; Common; 2,000 $ 0</td>
<td>200,360 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,089 options vest on 12/31/03.

 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).


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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(bbb)
1. Name and Address of Reporting Person
MARGRAFF JAMES L
6401 HOLLIS ST., STE. 150
EMERYVILLE, CA 94608

2. Issuer Name and Ticker or Trading Symbol
LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(10% Owner)
Executive VP, Content
Director

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 6)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/03/2004</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/03/2004</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security Beneficially Owned (Instr. D) or Indirectly (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Option (right to buy)</td>
<td>$5</td>
<td>03/03/2004</td>
<td>M</td>
<td>2,000</td>
<td>9/30/2002</td>
<td>12/31/2012</td>
<td>Class A Common</td>
<td>2,000</td>
<td>$0</td>
<td>198,360</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2. Includes 267 shares acquired under the Issuer’s employee stock purchase plan in March 2004.
3. Granted 1/1/00 under the Issuer’s Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,000 options vest on 12/31/03.

L. James Manganelli 03/05/2004

**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).
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.

Created by 10KWizard Technology www.10KWizard.com
Ex. 27(ccc)
1. Name and Address of Reporting Person
MARGRAFF JAMES L
6401 HOLLIS ST., STE. 150
EMERYVILLE, CA 94608

2. Issuer Name and Ticker or Trading Symbol
LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2004

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
Director
Office (give title Other (specify below))
Executive VP, Content

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired or Disposed of (A) or Disposed of (D) (Instr. 2 &amp; 4)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>04/20/2004</td>
<td>A</td>
<td>125,376</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Number of Derivative Securities Beneficially Owned or Disposed of (A) or Disposed of (D) (Instr. 2 &amp; 4)</th>
<th>Expiration Date (Month/Day/Year)</th>
<th>Value or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-qualified Stock Option (right to buy)</td>
<td>$22.25</td>
<td>A</td>
<td>21,000</td>
<td>05/06/2004</td>
<td>Class A Common</td>
</tr>
<tr>
<td>Non-qualified Stock Option (right to buy)</td>
<td>$22.25</td>
<td>A</td>
<td>63,000</td>
<td>05/06/2004</td>
<td>Class A Common</td>
</tr>
</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MARGRAFF JAMES L</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>6401 HOLLIS ST., STE. 150</td>
<td>Executive VP, Content</td>
</tr>
<tr>
<td>EMERYVILLE, CA 94608</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Granted 4/20/04 under the Issuer's Stock Option Plan. Options vest at the rate of 1/48th per month for 48 consecutive months.

Signatures
James P. Curley, Attorney-in-Fact on behalf of L. James Marggraff 04/22/2004
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.
Ex. 27(ddd)
FORM 4
UNIVERSAL STATE SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

(Print or Type)

Note: File three copies of this Form, one of which must be manually

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).


Explanation of Responses:

(1) Granted 1/1/00 under the Issuer's Stock Option Plan. Options vest at the approximate rate of 1/48 per month as follows: 2,083 options vest each month commencing on 1/31/00 through 11/30/03; 2,099 options vest on 12/31/03.

Signatures

L. James Margraff

Date

Signature of Reporting Person

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.
EXHIBIT 28
Ex. 28(a)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(I) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Rioux Paul A.

6401 Hollis Street, Suite 150

Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. ("LF")

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

July 2002

6. Relationship of Reporting Person to Issuer (Check all applicable)

X Director

10% Owner

X Officer

Other (specify below)

Vice Chairman

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

__ Form filed by More Than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 4, 5 and 6)</th>
<th>5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>7-25-02</td>
<td>P</td>
<td>500 A</td>
<td></td>
<td>D</td>
<td>By Son</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>7-25-02</td>
<td>P</td>
<td>500 A</td>
<td></td>
<td>I</td>
<td>By Daughter</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>7-25-02</td>
<td>P</td>
<td>500 A</td>
<td>1,500 A</td>
<td>I</td>
<td></td>
</tr>
</tbody>
</table>

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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th></th>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)</th>
<th>Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explaination of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
Ex. 28(b)
**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>Price (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/19/03</td>
<td></td>
<td>M</td>
<td>10,000</td>
<td>A</td>
<td>$5.00</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/20/03</td>
<td></td>
<td>M</td>
<td>15,000</td>
<td>A</td>
<td>$5.00</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/20/03</td>
<td></td>
<td>S</td>
<td>15,000</td>
<td>D</td>
<td>$20.00</td>
</tr>
</tbody>
</table>

(1) The reporting person no longer has a reportable beneficial interest in 500 shares of the Issuer's Class A Common Stock owned by his son and included in the reporting person's prior ownership reports.

(Print or Type Responses)

(Over)

SEC 1474 (3-99)
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(1) Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

<table>
<thead>
<tr>
<th>1. Title of Derivative Security</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>2/19/03</td>
<td>M</td>
<td>10,000 (1)</td>
<td>12/31/11</td>
<td>Class A Common</td>
<td>10,000</td>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>2/20/03</td>
<td>M</td>
</tr>
</tbody>
</table>

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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**
By: Paul A. Rioux

Date: 2/20/03
Ex. 28(c)
U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

<table>
<thead>
<tr>
<th>Last</th>
<th>First</th>
<th>Middle</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rioux</td>
<td>Paul</td>
<td>A.</td>
</tr>
</tbody>
</table>

2. Issuer Name and Ticker or Trading Symbol

| LeapFrog Enterprises, Inc. (LF) |

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

March 21, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- X Director
- X Officer
- Other (give title below) (specify below)

Vice Chairman

7. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>3/21/03</td>
<td>M</td>
<td>15,000 (A)</td>
<td>$5.00</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>3/21/03</td>
<td>S(1)</td>
<td>15,000 (D)</td>
<td>$25.00</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>500 I</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

812509 v1/SF
H#XP011.DOC
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Report(s) (Instr. 4)</th>
<th>10. Form of Indirect Beneficial Ownership (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>3/21/03</td>
<td></td>
<td>M</td>
<td>(A) 15,000</td>
<td>(D) 12/31/11</td>
<td>Class A Common 15,000</td>
<td>467,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

By: Paul A. Rioux

Date: 3/24/03
Ex. 28(d)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Statement of Changes in Beneficial Ownership

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Rioux Paul A.
(Last) (First) (Middle)

6401 Hollis Street, Suite 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if any (Voluntary)

4. Statement for Month/Day/Year

April 3, 2003

5. If Amendment, Date of Original (Month/Day/Year)

April 3, 2003

6. Relationship of Reporting Person(s) to Issuer

X Director

10% Owner

X Officer

Other (give title below)

(specify below)

Vice Chairman

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More Than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I)</th>
<th>7. Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/3/03</td>
<td></td>
<td>M</td>
<td>15,000 A $5.00</td>
<td>11,042 D</td>
<td>D</td>
<td>Daughter</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>4/3/03</td>
<td></td>
<td>S(1)</td>
<td>15,000 D $23.61</td>
<td>500 I</td>
<td>I</td>
<td></td>
</tr>
</tbody>
</table>

(Print or Type Responses)

Securities and Exchange Commission
Washington, D.C. 20549

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response .... 0.5

OMB Approval

4/7/2003

APR 07 2003

812509 v1/SF
H\XP01\1.DOC

SEC 1474 (3-99)
## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>4/3/03</td>
<td>M</td>
<td>(A) 15,000</td>
<td>(D) 12/31/11</td>
<td>Class A Common</td>
<td>15,000</td>
<td>452,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/16/01 under the Issuer’s Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

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


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Ex. 28(e)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sioux</td>
<td>6401 Hollis Street, Suite 150, Emeryville, CA 94608</td>
</tr>
</tbody>
</table>

2. Issuer Name and Ticker or Trading Symbol

<table>
<thead>
<tr>
<th>Issuer Name</th>
<th>Ticker</th>
</tr>
</thead>
<tbody>
<tr>
<td>LeapFrog Enterprises, Inc.</td>
<td>LF</td>
</tr>
</tbody>
</table>

3. IRS Identification Number of Reporting Person, if an entity

<table>
<thead>
<tr>
<th>Identification Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>10-0000000</td>
</tr>
</tbody>
</table>

4. Statement for Month/Day/Year

<table>
<thead>
<tr>
<th>Month/Day/Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>April 22, 2003</td>
</tr>
</tbody>
</table>

5. If Amendment, Date of Original Statement for Month/Day/Year

<table>
<thead>
<tr>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>April 22, 2003</td>
</tr>
</tbody>
</table>

6. Relationship of Reporting Person(s) to Issuer

<table>
<thead>
<tr>
<th>Relationship</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td>10% Owner</td>
</tr>
<tr>
<td>Other</td>
<td>1% Owner</td>
</tr>
</tbody>
</table>

7. Individual or Joint/Group Filing

<table>
<thead>
<tr>
<th>Filing</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joint</td>
<td>Vice Chairman, Acting Chief Operating Officer</td>
</tr>
</tbody>
</table>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, If any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>4/22/03</td>
<td></td>
<td>M</td>
<td>30,000 (A)</td>
<td>30,000</td>
<td>55.00</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>4/22/03</td>
<td></td>
<td>S(1)</td>
<td>30,000 (D)</td>
<td>30,000</td>
<td>52.517</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>4/22/03</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>506</td>
<td></td>
</tr>
</tbody>
</table>

8. BEN

9. APO

APR 24, 2003
Flowers, Mark B.

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>55.00</td>
<td>4/22/03</td>
<td>M</td>
<td>(A)</td>
<td>(2) 12/31/11</td>
<td>Class A Common</td>
<td>30,000</td>
<td>422,000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Exploration of Responses:

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

(2) Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,090 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

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).**

Providing false or misleading information, failing to file reports due to oversight or error may subject the person to fines or other penalties. See 18 U.S.C. 1514A 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.
Ex. 28(f)
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Rioux Paul A.

6401 Hollis Street, Suite 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, If an Entity (Voluntary)

4. Statement for Month/Day/Year

May 1, 2003

5. If Amendment, Date of Original (Month/Day/Year)

May 1, 2003

6. Relationship of Reporting Person(s) to Issuer

Director

10% Owner

Other Owner

7. Individual or Joint/Group Filing (Check Applicable Box)

X Form filed by One Reporting Person

X Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/1/03</td>
<td></td>
<td>M</td>
<td>5,000</td>
<td>$5.00</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/1/03</td>
<td></td>
<td>S(1)</td>
<td>15,000</td>
<td>$26.55</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/1/03</td>
<td></td>
<td>M</td>
<td>15,000</td>
<td>$5.00</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/1/03</td>
<td></td>
<td>S(1)</td>
<td>15,000</td>
<td>$26.56</td>
<td>11,042</td>
</tr>
</tbody>
</table>

(Please note: The form is completed with only a subset of the required information for demonstration purposes.)

812509 v1/SF

OMB APPROVAL

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response .... 0.5
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>5/1/03</td>
<td></td>
<td>M</td>
<td>(A) 15,000 (D)</td>
<td>12/31/11 Date Exercisable Expiration Date Class A Common 15,000</td>
<td></td>
<td>Class A Common 15,000</td>
<td>392,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>5/1/03</td>
<td></td>
<td>M</td>
<td>(A) 15,000 (D)</td>
<td>12/31/11 Date Exercisable Expiration Date Class A Common 15,000</td>
<td></td>
<td>Class A Common 15,000</td>
<td>392,000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2) Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

By: Paul A. Rioux

Date 5/1/03
Ex. 28(g)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Rioux Paul A.

6401 Hollis Street, Suite 150

Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol

LeapFrog Enterprises, Inc. (LF)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

June 2, 2003

5. If Amendment, Date of Original (Month/Day/Year)

June 2, 2003

6. Relationship of Reporting Person(s) to Issuer (Check applicable)

X Director

10% Owner

X Officer

Other

Vice Chairman, Acting Chief Operating Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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)

Class A Common Stock

2. Transaction Date (Month/Day/Year)

6/2/03

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr. 8)

M

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

15,000 A $5.00

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

11,042 D

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Daughter

(Print or Type Responses)

812509 v1/SF

H#XP011.DOC

JUN 04 2003

(Over)

187 SEC 1474 (3-99)
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr.8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>6A. Deemed Exercisable Date, if any (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>6/2/03</td>
<td></td>
<td>M</td>
<td>15,000</td>
<td>12/31/11</td>
<td>Class A Common</td>
<td>15,000</td>
<td>377,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/16/01 under the Issuer’s Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

**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).


**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person**

By: Paul A. Rioux

Date: 6/2/03
Ex. 28(h)
**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

**1. Name and Address of Reporting Person**

<table>
<thead>
<tr>
<th>Last</th>
<th>First</th>
<th>Middle</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rioux</td>
<td>Paul</td>
<td>A.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>6401 Hollis Street, Suite 150</td>
</tr>
</tbody>
</table>

**2. Issuer Name and Ticker or Trading Symbol**

LeapFrog Enterprises, Inc. (LF)

**3. IRS Identification Number of Reporting Person, if an entity (Voluntary)**

**4. Statement for Month/Day/Year**

June 5, 2003

**5. If Amendment, Date of Original (Month/Day/Year)**

**6. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer
- Other

**7. Individual or Joint/Group Filing (Check Applicable Line)**

- Form filed by One Reporting Person
- Form filed by More Than One Reporting Person

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date (If any) (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>6/5/03</td>
<td>M</td>
<td></td>
<td>15,000 A</td>
<td>$5.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>6/5/03</td>
<td>S(1)</td>
<td>15,000 D</td>
<td>$29.43</td>
<td>11,042</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>500</td>
<td>I</td>
<td>Daughter</td>
<td></td>
</tr>
</tbody>
</table>
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>6/5/03</td>
<td></td>
<td>M</td>
<td>15,000</td>
<td>12/31/11</td>
<td>Class A Common</td>
<td>15,000</td>
<td>362,000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

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

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

---

**Signature of Reporting Person**

By: Paul A. Rioux

Date: 6/6/02
Ex. 28(i)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   Paul A. Rioux
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   07/01/2003

4. If amendment, Date Original Filed (Month/Day/Year)

   07/01/2003

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   _X_ Director
   _X_ Officer (give title below) 10% Owner
   Vice Chairman, Acting COO

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/01/2003</td>
<td></td>
<td>M</td>
<td>15,000 A</td>
<td>$5.00</td>
<td>26,042</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/01/2003</td>
<td></td>
<td>S (I)</td>
<td>15,000 D</td>
<td>$31.43</td>
<td>11,042</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
Name and Address of Reporting Person
Paul A. Rioux
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
07/01/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>07/01/2003</td>
<td></td>
<td></td>
<td>Code</td>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux
**Signature of Reporting Person

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
MARSIAZT ROZOWSKI

From: EDGAR.POSTMASTER@sec.gov
Sent: Thursday, July 03, 2003 5:55 AM
To: prioux@leapfrog.com; mrozowski@leapfrog.com
Subject: ACCEPTED FORM TYPE 4 (0001215957-03-000002)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4   NUMBER OF DOCUMENTS: 1
FILING DATE: 03-Jul-2003 12:55
TEST FILING: NO   CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000002

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215957
   OWNER: RIOUX PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------------- NOTICE ---------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 8:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(j)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 
   Paul A. Rioux  
   6401 Hollis St., Ste. 150  
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)  
   07/03/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)  
   _X_ Director  
   _X_ Officer (give title below)  
   __ Other (specify below)  
   Vice Chairman, Acting COO

6. Individual or Joint/Group Filing (Check Applicable Line)  
   _X_ Form filed by One Reporting Person  
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5) Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/03/2003</td>
<td>M</td>
<td></td>
<td>15,000 A</td>
<td>$5.00</td>
<td>26,042</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/03/2003</td>
<td>S (1)</td>
<td></td>
<td>15,000 D</td>
<td>$33.30</td>
<td>11,042</td>
</tr>
</tbody>
</table>

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).

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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>07/03/2003</td>
<td></td>
<td>M</td>
<td>15,000</td>
<td>12/31/2000</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>332,000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By/s/ Paul A. Rioux
**Signature of Reporting Person

7/03
**Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
Submission Information

Note: Live correspondence (CORRESP) submissions and company updates (COUPDAT) with a status of "ACCEPTED", as well as attached cover letter documents, are considered private. All private submissions and documents are available internally to the SEC only and are not disseminated to the public.

CIK: 0001215957

Click on an accession number to retrieve notification information for that submission.

<table>
<thead>
<tr>
<th>Accession Number</th>
<th>Form Type</th>
<th>Receipt Date</th>
<th>Mode</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001215957-03-000003</td>
<td>4</td>
<td>08-Jul-2003 18:15</td>
<td>Live</td>
<td>Accepted</td>
</tr>
</tbody>
</table>

https://www.onlineforms.edgarfiling.sec.gov/servlet/MultiHandlerServlet 7/8/03
Submission Notification

Subject: ACCEPTED FORM TYPE 4 (0001215957-03-000003)
Date: 08-Jul-2003 18:16

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4
NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 08-Jul-2003 18:15
ACCEPTED DATE: 08-Jul-2003 18:16
FILING DATE: 09-Jul-2003 08:00
TEST FILING: NO
CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000003

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
   OWNER: RIOUX PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951

https://www.onlineforms.edgarfiling.sec.gov/servlet/MultiHandlerServlet
Ex. 28(k)
### UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/01/2003</td>
<td></td>
<td>M</td>
<td>15,000 A</td>
<td>$5.00</td>
<td>26,042 D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/01/2003</td>
<td></td>
<td>S (I)</td>
<td>15,000 D</td>
<td>$30.05</td>
<td>11,042 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>08/01/2003</td>
<td>M</td>
<td>(A)</td>
<td>15,000</td>
<td>12/31/2000 (2)</td>
<td>12/31/2011</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>317,000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux 8/4/03
**Signature of Reporting Person**
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
From: EDGAR.POSTMASTER@sec.gov
Sent: Tuesday, August 05, 2003 6:57 AM
To: prioux@LeapFrog.com; mrozowski@LeapFrog.com; section16@LeapFrog.com
Subject: ACCEPTED FORM TYPE 4 (0001215957-03-000004)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4  NUMBER OF DOCUMENTS: 1
FILING DATE: 05-Aug-2003 13:57
TEST FILING: NO  CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000004

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
   OWNER: RIOUX PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

----------------------- NOTICE -----------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(l)
**United States Securities and Exchange Commission**  
*Washington, D.C. 20549*

**Statement of Changes in Beneficial Ownership of Securities**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940.

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)</th>
<th>4. If amendment, Date Original Filed (Month/Day/Year)</th>
<th>5. Relationship of Reporting Person(s) to Issuer (check applicable)</th>
<th>6. Individual or Joint/Group Filing (Check Applicable Line)</th>
</tr>
</thead>
</table>
| Paul A. Rioux  
6401 Hollis St., Ste. 150  
Emeryville CA 94608 | LeapFrog Enterprises, Inc. [LF] | 08/07/2003 | | _X_ Director  
_X_ Officer (give title below) | _X_ Form filed by One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>08/07/2003</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/07/2003</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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).  
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 control number.
Form 4 (cont.)
Name and Address of Reporting Person
Paul A. Rioux
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
08/07/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security (Instr. 4)</th>
<th>3. Transaction Date (mm/dd/yy) (Instr. 3)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy) (Instr. 4)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy) (Instr. 3, 4, &amp; 5)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>08/07/2003</td>
<td>M</td>
<td>15,000</td>
<td>12/31/2000 (2)</td>
<td>12/31/2011</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>302,000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux
**Signature of Reporting Person
8/11/03

Notes constitute Federal Criminal Violations.
*be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4
NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 11-Aug-2003 18:03
ACCEPTED DATE: 11-Aug-2003 18:03
FILING DATE: 11-Aug-2003 18:03
TEST FILING: NO
CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000005

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
OWNER: RIOUX PAUL A
FORM TYPE: 4
FILE NUMBER(S):
1. 001-31396

ISSUER:
2. CIK: 0001138951
COMPANY: LEAPFROG ENTERPRISES INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(m)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (check all applicable)
Paul A. Rioux LeapFrog Enterprises, Inc. [LF] _X_ Director 10% Owner
6401 Hollis St., Ste. 150 Emeryville CA 94608

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 4. If amendment, Date Original Filed (Month/Day/Year)
09/02/2003 - Emeryville CA 94608

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
1. Title of Security (Instr. 3) 2. Transaction Date (mm/dd/yy) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Securities Acquired/Disposed</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>09/02/2003</td>
<td>M</td>
<td>A</td>
<td>15,000</td>
<td>$5.00</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/02/2003</td>
<td>S (1)</td>
<td>D</td>
<td>15,000</td>
<td>$37.09</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).
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 control number.
Form 4 (cont.)
Name and Address of Reporting Person
Paul A. Rioux
6401 Hollis St, Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
09/02/2003

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>09/02/2003</td>
<td>M</td>
<td>(A)</td>
<td>15,000</td>
<td>12/31/2000 (3)</td>
<td>12/31/2011</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>287,000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Includes 312 shares acquired under the Issuer's employee stock purchase plan in September 2003.
(3) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By/s/ Paul A. Rioux
**Signature of Reporting Person**
9/3/03
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
The following submission has been accepted by the U.S. Securities and Exchange Commission.

Company: Leapfrog Enterprises Inc
Form Type: 4
Number of Documents: 1
Received Date: 03-Sep-2003 20:38
Accepted Date: 03-Sep-2003 20:40
Filing Date: 03-Sep-2003 20:38
Test Filing: No
Confirming Copy: No
Accession Number: 0001215957-03-000006

File Number(s):

1. 001-31396

The password for login CIK 0001215957 will expire 27-Jan-2004 09:04.

Please refer to the accession number listed above for future inquiries.

Reporting Owner(s):

1. CIK: 0001215957
   Owner: Rioux Paul A
   Form Type: 4
   File Number(s):
   1. 001-31396

Issuer:

2. CIK: 0001138951
   Company: Leapfrog Enterprises Inc

---------- Notice ----------

Urgent: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(n)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
Paul A. Rioux
6401 Hollis St., Ste. 150
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
X Director
X Officer (give title below) 10% Owner
Vice Chairman

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)
09/04/2003

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

4. If amendment, Date Original Filed (Month/Day/Year)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>09/04/2003</td>
<td></td>
<td>M</td>
<td>15,000 A</td>
<td>$5.00</td>
<td>26,354 D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/04/2003</td>
<td></td>
<td>S (I)</td>
<td>15,000 D</td>
<td>$38.95</td>
<td>11,354 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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).
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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 &amp; 4)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>09/04/2003</td>
<td>V</td>
<td>M</td>
<td>15,000</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>272,000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
2) Granted 1/16/01 under the Issuer’s Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By /s/ Cecilia Mao, Attorney-in-Fact on behalf of Paul A. Rioux 9/8/03
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 08-Sep-2003 20:14 ACCEPTED DATE: 08-Sep-2003 20:15
FILING DATE: 08-Sep-2003 20:14
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000007

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001215957
   OWNER: RIOUX PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

--------------- NOTICE ---------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(o)
1. Name and Address of Reporting Person*  
Paul A. Rioux  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
(Month/Day/Year)  
10/01/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)  
_X_ Director  
_X_ Officer (give title below)  
__10% Owner  
_Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)  
_X_ Form filed by One Reporting Person  
Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Class A Common Stock | 10/01/2003 | M | 15,000 | A | $5.00 | 26,354 | D |
| Class A Common Stock | 10/02/2003 | M | 15,000 | A | $5.00 | 26,354 | D |
| Class A Common Stock | 10/02/2003 | S (I) | 15,000 | D | $38.76 | 11,354 | D |

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).  
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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>10/01/2003</td>
<td></td>
<td>M</td>
<td>(A) 15,000</td>
<td>(D) 12/31/2000 (2) 12/31/2011</td>
<td>Class A Common 15,000 0 257,000 D</td>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>10/02/2003</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By/s/ Paul A. Rioux 10/3/03
**Signature of Reporting Person Date**
The following submission has been accepted by the U.S. Securities and Exchange Commission.

Company: Leapfrog Enterprises Inc
Form type: 4
Number of documents: 1
Received date: 03-Oct-2003 18:59
Accepted date: 03-Oct-2003 19:00
Filing date: 03-Oct-2003 18:59
Test filing: No
Confirming copy: No
Accession number: 0001215957-03-000008

File number(s):
1. 001-31396

The password for login CIK 0001215957 will expire 27-Jan-2004 09:04.

Please refer to the accession number listed above for future inquiries.

Reporting owner(s):
1. CIK: 0001215957
   Owner: RIOUX PAUL A
   Form type: 4
   File number(s):
   1. 001-31396

Issuer:

2. CIK: 0001138951
   Company: Leapfrog Enterprises Inc

------------------------ NOTICE ------------------------

Urgent: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(p)
FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   Paul A. Rioux
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   11/03/2003

4. If amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   _X_ Director
   _X_ Officer (give title below)  __ 10% Owner
   __ Other (specify below)
   Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/03/2003</td>
<td></td>
<td>M</td>
<td>15,000 A</td>
<td>26,354 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/03/2003</td>
<td></td>
<td>S (U)</td>
<td>15,000 D</td>
<td>11,354 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities Beneficially Owned (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>11/03/2003</td>
<td>M</td>
<td>(A)</td>
<td>15000</td>
<td>12/31/2000 (2)</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>227,000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux **Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4  NUMBER OF DOCUMENTS: 1
FILING DATE: 05-Nov-2003 18:26
TEST FILING: NO  CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000009

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
   OWNER: RIoux PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:

2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------ NOTICE ------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(q)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
Paul A. Rioux  
6401 Hollis St., Ste. 150  
Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol  
LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported  
(Month/Day/Year)  
11/06/2003

4. If amendment, Date Original Filed (Month/Day/Year)  

5. Relationship of Reporting Person(s) to Issuer (check all applicable)  
_X_ Director  
_X_ Officer (give title below)  
10% Owner  

_Vice Chairman  

6. Individual or Joint/Group Filing (Check Applicable Line)  
_X_ Form filed by One Reporting Person  
Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/06/2003</td>
<td>M</td>
<td>15,000 A $5.00</td>
<td>26,354 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/06/2003</td>
<td>S (1)</td>
<td>15,000 D $24.32</td>
<td>11,354 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
Name and Address of Reporting Person
Paul A. Rioux
6401 Hollis St., Ste. 150
Emeryville CA 94608

Issuer Name and Ticker or Trading Symbol
LeapFrog Enterprises, Inc. [LF]

Period Of Report
11/06/2003

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (mm/dd/yy)</th>
<th>Trans. Action Code (Instr. 3)</th>
<th>Date Exercisable (mm/dd/yy)</th>
<th>No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>11/06/2003</td>
<td>M</td>
<td>15000</td>
<td>12/31/2000 (2)</td>
<td>12/31/2011</td>
<td>15,000</td>
<td>0</td>
<td>212,000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux

**Signature of Reporting Person**

Date 11/07/03

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


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 control number.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 10-Nov-2003 20:32
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000010
FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
   OWNER: RIoux PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

----------------------------- NOTICE -----------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(r)
Statement of Changes in Beneficial Ownership of Securities

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   Paul A. Rioux
   LeapFrog Enterprises, Inc. [LF]
   Director
   Vice Chairman

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported
   12/01/2003

4. If amendment, Date Original Filed
   12/01/2003

5. Relationship of Reporting Person(s) to Issuer
   _X_ Director
   ___ 10% Owner
   ___ Officer (gave title below) ___ Other (specify below)
   Vice Chairman

6. Individual or Joint/Group Filing
   _X_ Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/01/2003</td>
<td>M</td>
<td>15,000</td>
<td>(A) $5.00</td>
<td>26,354</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/01/2003</td>
<td>S (I)</td>
<td>15,000</td>
<td>(D) $31.79</td>
<td>11,354</td>
<td>D</td>
</tr>
</tbody>
</table>

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).

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 control number.
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, &amp; 4)</th>
<th>10. Ownership Form of Derivative Securities Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>$5.00</td>
<td>12/01/2003</td>
<td>M</td>
<td>(A)</td>
<td>15000</td>
<td>12/31/2000</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>197,000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

By:/s/ Paul A. Rioux
**Signature of Reporting Person**

12/3/2003
**Date**

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
FILING DATE: 03-Dec-2003 19:25
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001215957-03-000011

FILE NUMBER(S):
1. 001-31396

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):
1. CIK: 0001215957
   OWNER: RIOUX PAUL A
   FORM TYPE: 4
   FILE NUMBER(S):
   1. 001-31396

ISSUER:
2. CIK: 0001138951
   COMPANY: LEAPFROG ENTERPRISES INC

------------------------------------------ NOTICE ------------------------------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(s)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Paul A. Rioux
   6401 Hollis St., Ste. 150
   Emeryville CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LeapFrog Enterprises, Inc. [LF]

3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)
   12/04/2003

4. If amendment, Date Original Filed (Month/Day/Year)
   

5. Relationship of Reporting Person(s) to Issuer (check all applicable)
   \( _X \) Director
   \( _X \) Officer (give title below) \( \text{10% Owner} \)
   
   Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
   \( _X \) Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (mm/dd/yy)</th>
<th>2A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/04/2003</td>
<td>M</td>
<td>15,000 A</td>
<td>$5.00</td>
<td>26,354 D</td>
<td>Direct (D)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/04/2003</td>
<td>S (1)</td>
<td>15,000 D</td>
<td>$27.28</td>
<td>11,354 D</td>
<td>Direct (D)</td>
<td></td>
</tr>
</tbody>
</table>

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).

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 control number.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (mm/dd/yy)</th>
<th>3A. Deemed Execution Date, if any (mm/dd/yy)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, &amp; 5)</th>
<th>6. Date Exercisable and Expiration Date (mm/dd/yy)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 &amp; 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, &amp; 5)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options</td>
<td>$5.00</td>
<td>12/04/2003</td>
<td>M</td>
<td>15000</td>
<td>12/31/2000 (2)</td>
<td>12/31/2011</td>
<td>Class A Common</td>
<td>15,000</td>
<td>0</td>
<td>182,000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) - The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.
(2) - Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

Signed: James P. Curley, Attorney-in-Fact on behalf of Paul A. Rioux

Date: 12/8/2003

**Signature of Reporting Person**
THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEAPFROG ENTERPRISES INC  
FORM TYPE: 4  NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 08-Dec-2003 16:44  ACCEPTED DATE:  08-Dec-2003 16:44  
FILING DATE: 08-Dec-2003 16:44  
TEST FILING: NO  CONFIRMING COPY: NO  
ACCESSION NUMBER: 0001215957-03-000012  
FILE NUMBER(S):  
1. 001-31396  

THE PASSWORD FOR LOGIN CIK 0001215957 WILL EXPIRE 27-Jan-2004 09:04.  

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.  

REPORTING OWNER(S):  
1. CIK: 0001215957  
   OWNER: RIoux Paul A  
   FORM TYPE: 4  
   FILE NUMBER(S):  
1. 001-31396  

ISSUER:  
2. CIK: 0001138951  
   COMPANY: LEAPFROG ENTERPRISES INC  

-------------------- NOTICE -------------------

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.
Ex. 28(t)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours: 0.5

1. Name and Address of Reporting Person
   RIOUX PAUL A
   6401 HOLLIS ST., STE. 150
   EMERYVILLE CA 94608

2. Issuer Name and Ticker or Trading Symbol
   LEAPFROG ENTERPRISES INC [LF]

3. Date of Earliest Transaction (Month/Day/Year)
   01/02/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Vice Chairman
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/02/2004</td>
<td></td>
<td>M</td>
<td>30,000 A</td>
<td>41,354 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/02/2004</td>
<td></td>
<td>S(1)</td>
<td>30,000 D $26.76</td>
<td>11,354 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Title of Derivative Security (Instr. 3)</td>
<td>Transaction Date (Month/Day/Year)</td>
<td>Deemed Exercisable Date (Month/Day/Year)</td>
<td>Number of Derivative Securities Acquired (A) or Disposed of (B) (Instr. 4)</td>
<td>Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>Title and Amount of Underlying Securities (Instr. 3 and 4)</td>
<td>Price of Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
</tr>
<tr>
<td>------------------------------------</td>
<td>----------------------------------</td>
<td>------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>------------------------------------------</td>
<td>------------------------------------------------------</td>
<td>--------------------------------------</td>
<td>---------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Nonqualified Stock Options (right to buy)</td>
<td>01/02/2004</td>
<td>M</td>
<td>30,000</td>
<td>2/31/2000/12/31/2015</td>
<td>Class A Common 30,000 $0 152,000 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2002.

2. Granted 1/16/01 under the Issuer's Stock Option Plan. Options vest as follows: 97,000 options vested on 12/31/00; 175,000 options vested on 12/31/01; the remainder vest ratably over 12 consecutive months commencing 1/1/02 through 12/31/02.

Paul A. Rioux 01/06/2004

**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).


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.

Created by 10KWizard Technology www.10KWizard.com