

ACTIVISION INC /NY
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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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 Responses)

1. Name and Address of Reporting Person *
VRABECK KATHY P

2. Issuer Name and Ticker or Trading Symbol
ACTIVISION INC /NY [ATVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 OCEAN PARK BLVD, STE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. of Activision Publishing

SANTA MONICA, CA 90405

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.000001 per share	02/09/2005		M		50,625	A	\$ 6.1852
Common Stock, par value \$0.000001 per share	02/09/2005		M		84,375	A	\$ 3.6296
Common Stock, par value \$0.000001 per share	02/09/2005		M		50,623	A	\$ 2.5556

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value
\$.000001
per share

Common
Stock, par
value
\$.000001
per share

02/09/2005 M 56,250 A \$ 9.6978 249,366 D ⁽¹⁾

Common
Stock, par
value
\$.000001
per share

02/09/2005 M 20,627 A \$ 6.4578 269,993 D ⁽¹⁾

Common
Stock, par
value
\$.000001
per share

02/09/2005 M 18,754 A \$ 6.4578 288,747 D ⁽¹⁾

Common
Stock, par
value
\$.000001
per share

02/09/2005 M 22,500 A \$ 6.4578 311,247 D ⁽¹⁾

Common
Stock, par
value
\$.000001
per share

02/09/2005 S 303,754 D \$ 23.06 7,493 D ⁽¹⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number

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- (3) The options vested annually in three equal installments beginning on 8/5/00.
- (4) The options vested 20% on 2/3/01; 10% on each of 8/3/01, 2/3/02, 8/3/02, 2/3/03, 8/3/03, and 2/3/04; and 20% on 8/3/04.
- (5) The options vest in four equal installments beginning on 4/1/04, however, the fourth installment may vest on an accelerated basis if certain earnings and other financial goals are met.

26,627 of the options have vested. The original option grant provided one half of the such options would vest in three equal annual installments beginning on 4/1/04. The second half of the option will vest on April 1, 2009, but may vest on an accelerated basis if certain earning and other financial goals were met.
- (6) 18,754 of the options have vested. The original option grant provided one half of the such options would vest in three equal annual installments beginning on 4/1/04. The second half of the option will vest on April 1, 2009, but may vest on an accelerated basis if certain earning and other financial goals were met.
- (7) 22,500 of the options have vested. The original options granted provided that such options would vest in five equal annual installments beginning on April 1, 2004.
- (8)

Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Kathy P. Vrabeck.

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

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