

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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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 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 *
MORGADO ROBERT J

(Last) (First) (Middle)

3100 OCEAN PARK BLVD

(Street)

SANTA MONICA, CA 90405

(City) (State) (Zip)

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

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

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)

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

| 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M | 56,253 A | \$ 4,1111 90,378 | D (1) | |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M | 11,250 A | \$ 3,4963 101,628 | D (1) | |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M | 32,497 A | \$ 3.4074 134,125 | D (1) | |

value
\$.000001
per share
Common
Stock, par
value 02/09/2005
\$.000001
per share

S 100,000 D \$ 23.06 34,125 D (1)

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

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Warrants | \$ 4.1111 | 02/09/2005 | | M | 56,253 | <u>(2)</u> 02/27/2007 | Common Stock | 56,253 |
| Director Stock Options | \$ 3.4963 | 02/09/2005 | | M | 11,250 | <u>(3)</u> 02/27/2007 | Common Stock | 11,250 |
| Director Stock Options | \$ 3.4074 | 02/09/2005 | | M | 32,497 | <u>(4)</u> 12/11/2008 | Common Stock | 32,497 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORGADO ROBERT J 3100 OCEAN PARK BLVD SANTA MONICA, CA 90405 | X | | | |

Signatures

/s/ Robert J.
Morgado

02/11/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In June 2003, the Reporting Person transferred all shares of Common Stock owned by the Morgado Family Partnership (which the Reporting Person reported as indirectly owning) into direct ownership by the Reporting Person. In accordance with Rule 16a-13, changes in the form of ownership are not required to be immediately reported in a Form 4 or Form 5. Furthermore, the Reporting Person's Form 4 filings since November 19, 2002, have not taken into account the two, 3:2 stock splits of the Company's stock occurring on June 9, 2003 and March 16, 2004, with respect to the 12,500 shares of Common Stock formerly owned by the Morgado Family Partnership. This filing corrects that oversight.

- (2) These warrants, granted automatically under the issuer's Director Warrant Plan, vested 25% on the first anniversary of the date of grant and 12.5% each six months thereafter. Warrants expire on the tenth anniversary of the date of issuance or earlier upon a director's resignation or removal.
- (3) These options vested in five equal annual installments beginning on 2/27/98.
- (4) These options vested in five equal annual installments beginning on 12/11/99.

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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