

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 *
KELLY BRIAN G

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)
**C/O ACTIVISION, INC., 3100
OCEAN PARK BOULEVARD**

(Street)

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

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

SANTA MONICA, CA 90405

(City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock, par value \$0.000001 per share	02/09/2005		M ⁽³⁾		101,925	A	\$ 3.8519
Common Stock, par value \$0.000001 per share	02/09/2005		M ⁽³⁾		33,750	A	\$ 3.1289
Common Stock, par value \$0.000001 per share	02/09/2005		M ⁽³⁾		43,272	A	\$ 3.2741

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value \$.000001 per share Common Stock, par value 02/09/2005 \$.000001 per share Common Stock, par value 02/09/2005 \$.000001 per share Common Stock, par value 02/09/2005 \$.000001 per share Common Stock, par value 02/09/2005 \$.000001 per share Common Stock, par value 02/09/2005 \$.000001 per share		M ⁽³⁾	16,875	A	\$ 3.1289	195,822	I	See ⁽¹⁾
		M ⁽³⁾	1,335,116	A	\$ 3.1111	1,530,938	I	See ⁽¹⁾
		M ⁽³⁾	66,261	A	\$ 3.037	1,597,199	I	See ⁽¹⁾
		M ⁽³⁾	902,801	A	\$ 1.8148	2,500,000	I	See ⁽¹⁾
		S ⁽³⁾	2,500,000	D	\$ 23.06	0	I	See ⁽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 Number of Shares
	\$ 3.8519	02/09/2005		M ⁽⁴⁾	101,925	⁽⁵⁾ 04/01/2006	101

Employee Stock Options	Exercise Price	Grant Date	Holder	Quantity	Expiration Date	Common Stock	Quantity
Employee Stock Options	\$ 3.1289	02/09/2005	M ⁽⁴⁾	33,750	<u>(6)</u> 12/20/2006	Common Stock	33,750
Employee Stock Options	\$ 3.2741	02/09/2005	M ⁽⁴⁾	43,272	<u>(7)</u> 07/17/2006	Common Stock	43,272
Employee Stock Options	\$ 3.1289	02/09/2005	M ⁽⁴⁾	16,875	<u>(6)</u> 12/20/2006	Common Stock	16,875
Employee Stock Options	\$ 3.1111	02/09/2005	M ⁽⁴⁾	1,335,116	<u>(8)</u> 03/23/2009	Common Stock	1,335,116
Employee Stock Options	\$ 3.037	02/09/2005	M ⁽⁴⁾	66,261	<u>(9)</u> 04/30/2009	Common Stock	66,261
Employee Stock Options	\$ 1.8148	02/09/2005	M ⁽⁴⁾	902,801	<u>(10)</u> 05/22/2010	Common Stock	902,801

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY BRIAN G C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	X		Co-Chairman	

Signatures

/s/ George L. Rose (as Attorney-In-Fact) 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) Represents Common Stock acquired/disposed by Ocean Front LLC, of which the reporting person is a member. Reporting person is the direct beneficial owner of 853,056 shares of Common Stock and an indirect beneficial owner of 63,249 shares of common stock by virtue of his being a member of Delmonte Investments LLC.
 - (2) Represents options to buy Common Stock held by Ocean Front LLC, of which the reporting person is a member.
 - (3) Acquisition/Disposition of shares by Ocean Front LLC, of which the reporting person is a member.

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- Exercise of options to purchase Common Stock by Ocean Front LLC, of which the reporting person is a member. These options were originally issued to the reporting person and subsequently transferred to Ocean Front LLC, and therefore the form of ownership of these options changed from direct to indirect. In accordance with Rule 16a-13, changes in the form of ownership are not required to be reported in a Form 4 or Form 5.
- (4) The options vested on 4/1/96.
 - (5) The options vested on 12/20/96.
 - (6) The options vested on 4/1/96.
 - (7) The options vested in five equal installments beginning on 3/23/99.
 - (8) The options vested on 4/30/99.
 - (9) The options vested as to 375,000 shares on 5/22/00 and vest as to the remaining 1,125,000 shares in 36 equal monthly installments beginning 6/22/00.

Remarks:

George L. Rose was granted a power of attorney to sign all Forms 4 and Forms 5 on behalf of Mr. Kelly.

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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