

ACTIVISION INC /NY

Form 4

February 11, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

3100 OCEAN PARK BLVD, STE
1000

(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) below)

Pres. of Activision Publishing

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 \$.000001 per share	02/09/2005		M	50,625	A \$ 6.1852	58,118	D ⁽¹⁾
Common Stock, par value \$.000001 per share	02/09/2005		M	84,375	A \$ 3.6296	142,493	D ⁽¹⁾
Common Stock, par	02/09/2005		M	50,623	A \$ 2.5556	193,116	D ⁽¹⁾

value
\$.000001
per share

Common
Stock, par

value	02/09/2005	M	56,250	A	\$	9.6978	249,366	D ⁽¹⁾
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\$.000001
per share

Common
Stock, par

value	02/09/2005	M	20,627	A	\$	6.4578	269,993	D ⁽¹⁾
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\$.000001
per share

Common
Stock, par

value	02/09/2005	M	18,754	A	\$	6.4578	288,747	D ⁽¹⁾
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\$.000001
per share

Common
Stock, par

value	02/09/2005	M	22,500	A	\$	6.4578	311,247	D ⁽¹⁾
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\$.000001
per share

Common
Stock, par

value	02/09/2005	S	303,754	D	\$	23.06	7,493	D ⁽¹⁾
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\$.000001
per share

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

Employee Stock Options	\$ 6.1852	02/09/2005	M	50,625	<u>(2)</u>	04/04/2011	Common Stock	50,625
Employee Stock Options	\$ 3.6296	02/09/2005	M	84,375	<u>(3)</u>	08/05/2009	Common Stock	84,375
Employee Stock Options	\$ 2.5556	02/09/2005	M	50,623	<u>(4)</u>	08/03/2010	Common Stock	50,623
Employee Stock Options	\$ 9.6978	02/09/2005	M	56,250	<u>(5)</u>	10/02/2012	Common Stock	56,250
Employee Stock Options	\$ 6.4578	02/09/2005	M	20,627	<u>(6)</u>	03/20/2013	Common Stock	20,627
Employee Stock Options	\$ 6.4578	02/09/2005	M	18,754	<u>(7)</u>	03/20/2013	Common Stock	18,754
Employee Stock Options	\$ 6.4578	02/09/2005	M	22,500	<u>(8)</u>	03/20/2013	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VRABECK KATHY P 3100 OCEAN PARK BLVD STE 1000 SANTA MONICA, CA 90405			Pres. of Activision Publishing	

Signatures

/s/ George L. Rose
(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) The Filer also indirectly owns 6,000 shares of Common Stock by virtue of reporting person's spouse's ownership of 6,000 shares of Company Common Stock.
- (2) The options vested in four equal installments semiannually, beginning on 10/1/01, except that the vesting of the third and fourth installments could have been accelerated.

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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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