

ACTIVISION INC /NY
Form 4
December 19, 2007

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 *
DOORNINK RONALD

(Last) (First) (Middle)

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

(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)
12/17/2007

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 \$0.00001 per share	10/01/2007		G ⁽¹⁾	V 5,000 ⁽²⁾ D \$ 0 0		D	
Common Stock, par value \$0.00001 per share	10/01/2007		G ⁽¹⁾	V 5,000 ⁽²⁾ A \$ 0 182,166 ⁽³⁾		I	See footnote ⁽⁴⁾
Common Stock, par	12/17/2007		M	750,000 A \$ 6.998 932,166		I	See footnote

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value \$0.00001 per share								(4)
Common Stock, par value \$0.00001 per share	12/17/2007	F	<u>447,346</u> (5)	D	\$ 26.6	484,820	I	See footnote (4)
Common Stock, par value \$0.00001 per share	12/17/2007	M	600,000	A	\$ 6.998	1,084,820	I	See footnote (4)
Common Stock, par value \$0.00001 per share	12/17/2007	F	<u>360,132</u> (6)	D	\$ 26.6	724,688	I	See footnote (4)
Common Stock, par value \$0.00001 per share	12/17/2007	M	247,413	A	\$ 6.998	972,101	I	See footnote (4)
Common Stock, par value \$0.00001 per share	12/17/2007	F	<u>148,501</u> (7)	D	\$ 26.6	823,600 (8)	I	See footnote (4)

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

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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 Shares

Employee Stock Options	\$ 6.998	12/17/2007	M	750,000	12/12/2007	07/22/2012	Common Stock, par value \$0.00001 per share	750,0
Employee Stock Options	\$ 6.998	12/17/2007	M	600,000	12/12/2007	07/22/2012	Common Stock, par value \$0.00001 per share	600,0
Employee Stock Options	\$ 6.998	12/17/2007	M	247,413	12/12/2007	07/22/2012	Common Stock, par value \$0.00001 per share	247,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOORNINK RONALD C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405		X		

Signatures

/s/ Ronald
Doornink

12/19/2007

**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) Reflects the transfer of restricted stock units from Mr. Doornink to the Ronald Doornink Martha Doornink TTEE U/A/D 12-17-1996 FBO Doornink Rev Living Trust.
- (2) Represents the previously reported grant of 5,000 restricted stock units, each representing the conditional right to receive one share of Activision common stock, that Mr. Doornink received on October 1, 2007.
Includes 177,166 shares of Activision common stock which were erroneously reported on the Form 4 Mr. Doornink filed on October 3, 2007 as being held by him directly but which were then, and are now, actually held indirectly in the name of the Ronald Doornink Martha Doornink TTEE U/A/D 12-17-1996 FBO Doornink Rev Living Trust, and that Form 4 is hereby amended to reflect indirect ownership of such shares.
- (3) These shares are held by the Ronald Doornink Martha Doornink TTEE U/A/D 12-17-1996 FBO Doornink Rev Living Trust.
- (4) On December 17, 2007, Mr. Doornink exercised options to purchase 750,000 shares of common stock and, pursuant to the terms of his option award, elected to surrender an aggregate of 447,346 shares to the Company to satisfy the exercise price for such options and the resulting withholding tax obligation.
- (5) The resulting withholding tax obligation.
- (6)

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On December 17, 2007, Mr. Doornink exercised options to purchase 600,000 shares of common stock and, pursuant to the terms of his option award, elected to surrender an aggregate of 360,132 shares to the Company to satisfy the exercise price for such options and the resulting withholding tax obligation.

- (7) On December 17, 2007, Mr. Doornink exercised options to purchase 247,413 shares of common stock and, pursuant to the terms of his option award, elected to surrender an aggregate of 148,501 shares to the Company to satisfy the exercise price for such options and the resulting withholding tax obligation.

- Following the transactions reported on this Form 4, Mr. Doornink indirectly holds (a) 818,600 shares of Activision common stock and (b) (8) 5,000 restricted stock units representing the conditional right to receive Activision common stock, all of which are held by the Ronald Doornink Martha Doornink TTEE U/A/D 12-17-1996 FBO Doornink Rev Living Trust

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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