

ACTIVISION INC /NY
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

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)
			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⁾
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Common
Stock, par
value
\$.000001
per share

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

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

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

02/09/2005	S	303,754	D	\$ 23.06	7,493	D ⁽¹⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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

								of Shares
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.
- (7) 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.
- (8) 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.

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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