

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 *
STEELE RICHARD A

(Last) (First) (Middle)

C/O CENTRESOFT LTD., UNITS 4
& 5, HOLFORD WAY

(Street)

HOLFORD, BIRMINGHAM, X0 B6
7AX

(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)
Exec VP, Distribution

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 | | 67,500 | A | \$ 6.1852 |
| Common Stock, par value \$0.000001 per share | 02/09/2005 | | M | | 33,750 | A | \$ 3.1289 |
| | 02/09/2005 | | M | | 20,630 | A | 336,991 |

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Common Stock, par value \$6.000001 per share

Common Stock, par value \$6.000001 per share

02/09/2005 S 121,880 D \$ 23.06 215,111 D

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 or Number of Shares |
| Employee Stock Options | \$ 6.1852 | 02/09/2005 | | M | 67,500 | <u>(1)</u> 04/04/2011 | Common Stock 67,500 |
| Employee Stock Options | \$ 3.1289 | 02/09/2005 | | M | 33,750 | <u>(2)</u> 04/30/2009 | Common Stock 33,750 |
| Employee Stock Options | \$ 6.0089 | 02/09/2005 | | M | 20,630 | <u>(3)</u> 04/11/2013 | Common Stock 20,630 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEELE RICHARD A C/O CENTRESOFT LTD. | | | Exec VP, Distribution | |

UNITS 4 & 5, HOLFORD WAY
HOLFORD, BIRMINGHAM, X0 B6 7AX

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) The options vested in four equal installments of 5,000 shares on each of 10/1/01, 4/1/02, 10/1/02 and 4/1/03.
- (2) The options vested in three equal annual installments commencing on April 30, 2000.
- (3) Half of the options vest in three equal annual installments beginning on 4/1/04, the remainder will vest on 4/1/09; however, the remainder may vest on an accelerated basis if certain earnings and other financial goals are met.

Remarks:

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

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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