

CHARDAVOYNE WILLIAM J
Form 4
June 03, 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 *
CHARDAVOYNE WILLIAM J

(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)
06/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Ex VP-Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	06/01/2005		M		67,500	A	\$ 4.6389
Common Stock	06/01/2005		M		60,000	A	\$ 9.2033
Common Stock	06/01/2005		M		180,000	A	\$ 9.2033
Common Stock	06/01/2005		M		5,964	A	\$ 8.9
Common Stock	06/01/2005		M		27,500	A	\$ 4.5067

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Common Stock 06/01/2005 S 340,964 D \$ 15.85 47,834 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 Number Shares
Employee Stock Options	\$ 4.6389	06/01/2005		M	67,500	<u>(1)</u> 04/04/2011	04/04/2011	Common Stock	67,500
Employee Stock Options	\$ 9.2033	06/01/2005		M	60,000	<u>(2)</u> 04/08/2012	04/08/2012	Common Stock	60,000
Employee Stock Options	\$ 9.2033	06/01/2005		M	180,000	<u>(3)</u> 04/08/2012	04/08/2012	Common Stock	180,000
Employee Stock Options	\$ 8.9	06/01/2005		M	5,964	04/01/2004 <u>(4)</u> 06/24/2012	06/24/2012	Common Stock	5,964
Employee Stock Options	\$ 4.5067	06/01/2005		M	27,500	<u>(4)</u> 04/11/2013	04/11/2013	Common Stock	27,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARDAVOYNE WILLIAM J C/O ACTIVISION, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405			Ex VP-Chief Financial Officer	

Signatures

/s/ William J.
Chardavoine

06/03/2005

__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) A quarter of the options vested on each of 10/1/01, 4/1/02, and 4/1/03.
 - (2) The options vested in four equal installments on each of 10/1/02, 4/1/03, 10/1/03 and 4/1/04.
 - (3) The options vest in four equal installments on each of 4/1/03, 4/1/04, 4/1/05 and 4/1/06.
 - (4) One half of the option vests in three equal installments beginning on April 1, 2004. The second half of the option will vest on April 1, 2009, however, the second half of the option may vest on an accelerated basis if certain earning and other financial goals are met.

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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