

Slatoff Karl  
Form 4  
April 21, 2008

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Slatoff Karl

2. Issuer Name **and** Ticker or Trading  
Symbol  
TAKE TWO INTERACTIVE  
SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O TAKE-TWO INTERACTIVE  
SOFTWARE, INC., 622  
BROADWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
NEW YORK, NY 10012

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	04/17/2008		A		1,500,000	A	\$ 0
					(1) (2)		

By  
ZelnickMedia  
Corporation

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Slatoff Karl  
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.  
622 BROADWAY  
NEW YORK, NY 10012

Executive Vice President

## Signatures

/s/ Karl Slatoff 04/21/2008

\_\_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) Represents the grant of 1,500,000 shares of restricted stock to ZelnickMedia Corporation, of which Karl Slatoff is a partner. No shares of common stock are owned by Mr. Slatoff directly. Pursuant to the Second Amendment to the Management Agreement between the Issuer and ZelnickMedia Corporation (the "Second Amendment"), the obligation of the Issuer to grant such shares of restricted stock to ZelnickMedia Corporation became fixed at the 2008 annual meeting of stockholders of the Issuer on April 17, 2008, upon the approval by such stockholders of an amendment to the Issuer's Incentive Stock Plan to permit grants of equity awards to consultants and to increase the number of shares authorized for issuance under such plan. (Continued to footnote 2)

(2) (Continued from footnote 1) Accordingly, the Issuer is required to grant such shares of restricted stock to ZelnickMedia Corporation on the earlier of (i) the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q for its second fiscal quarter (ending April 30, 2008), currently anticipated to be in June 2008 and (ii) June 30, 2008. For additional information regarding the shares of restricted stock and the Second Amendment, see the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 15, 2008.

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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